

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**AFFIDAVIT OF DONLIN RECANO AND COMPANY, INC. REGARDING SERVICE  
OF SOLICITATION PACKAGE WITH RESPECT TO COMBINED DISCLOSURE  
STATEMENT AND AMENDED CHAPTER 11 PLAN OF LIQUIDATION OF YOUFIT  
HEALTH CLUBS, LLC AND ITS DEBTOR AFFILIATES**

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF KINGS     )

I, Robin Charles, declare:

1. I am over the age of 18 years and not a party to this chapter 11 case.
2. I am employed by Donlin, Recano & Company, Inc. ("DRC"), 6201 15th Avenue, Brooklyn, NY 11219.
3. On the 12<sup>th</sup> day of March 2021, at my direction and under my supervision, employees of DRC caused to be served the following materials via First Class Mail upon the parties as set forth on Exhibit H, attached hereto.
  - a. a USB Flash Drive, which contained PDF files of the following documents, collectively (the "USB Flash Drive"):
    - i. *Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation of YouFit Health Clubs, LLC and its Debtor Affiliates* ( the "Combined Disclosure Statement and Plan"), attached hereto as Exhibit A;
  - b. *Notice of (I) Interim Approval of the Disclosure Statement, (II) Establishment of Solicitation and Voting Procedures, (III) Deadline For Voting on the Plan, (IV)*

---

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

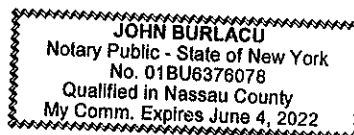
- Final Combined Hearing on Approval of the Disclosure Statement and Confirmation of the Plan, and (V) Deadline for Filing Objections Thereto ( the “Confirmation Hearing Notice” ), attached hereto as Exhibit B;*
- c. *Class 3 Ballot for Accepting or Rejecting the Proposed Combined Disclosure Statement and Chapter 11 Plan of Liquidation*, attached hereto as Exhibit C;
  - d. *Notice of Deadline for Requests for Allowance of Initial Administrative Expense Claims*, (the “Initial Administrative Expense Notice”), attached hereto as Exhibit D; and
  - e. A postage pre-paid return envelope addressed to DRC.
4. On the 12<sup>th</sup> day of March 2021, at my direction and under my supervision, employees of DRC caused to be served the following materials via First Class Mail upon the parties as set forth on Exhibit I, attached hereto.
- a. The USB Flash Drive;
  - b. Confirmation Hearing Notice;
  - c. *Class 4 Ballot for Accepting or Rejecting the Proposed Combined Disclosure Statement and Chapter 11 Plan of Liquidation*, attached hereto as Exhibit E, personalized to indicate the name and voting amount of its respective claimants;
  - d. Initial Administrative Expense Notice;
  - e. *Cover Letter to Creditors’ Committee in Favor of the Confirmation of the Chapter 11 Plan of Reorganization*, attached hereto as Exhibit F; and
  - f. A postage pre-paid return envelope addressed to DRC.
5. On the 12<sup>th</sup> day of March 2021, at my direction and under my supervision, employees of DRC caused to be served the following materials via First Class Mail upon the parties as set forth on Exhibit J, attached hereto.
- a. *Notice of Non-Voting Status and (I) Interim Approval of the Disclosure Statement, (II) Establishment of Solicitation and Voting Procedures, (III) Deadline for Voting on the Plan, (IV) Final Combined Hearing on Approval of the Disclosure Statement and Confirmation of the Plan, and (V) Deadline For Filing Objections Thereto*, attached hereto as Exhibit G; and
  - b. Initial Administrative Expense Notice.
6. On the 12<sup>th</sup> day of March 2021, at my direction and under my supervision, employees of DRC caused to be served the following materials via First Class Mail upon the parties as set forth on Exhibit K, attached hereto.
- a. Confirmation Hearing Notice; and
  - b. Initial Administrative Expense Notice.

I declare under penalty of perjury that the foregoing is true and correct to the best of my personal knowledge. Executed this 15<sup>th</sup> day of March 2021, Brooklyn, NY.

By R. Charles  
Robin Charles

Sworn before me this  
15<sup>th</sup> day of March 2021

John Burlacu  
Notary Public



## EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**COMBINED DISCLOSURE STATEMENT AND AMENDED CHAPTER 11 PLAN OF  
LIQUIDATION OF YOUFIT HEALTH CLUBS, LLC AND ITS DEBTOR AFFILIATES**

A SOLICITATION OF VOTES IS BEING CONDUCTED TO OBTAIN SUFFICIENT ACCEPTANCES OF THIS COMBINED DISCLOSURE STATEMENT AND PLAN. NOTHING CONTAINED HEREIN SHALL CONSTITUTE AN OFFER, ACCEPTANCE, COMMITMENT, OR LEGALLY BINDING OBLIGATION OF THE DEBTORS OR ANY OTHER PARTY IN INTEREST. THIS COMBINED DISCLOSURE STATEMENT AND PLAN IS SUBJECT TO APPROVAL BY THE BANKRUPTCY COURT AND OTHER CUSTOMARY CONDITIONS.

**GREENBERG TRAURIG, LLP**

Dennis A. Meloro (DE Bar No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: (302) 661-7000  
Facsimile: (302) 661-7360  
Email: melorod@gtlaw.com

Nancy A. Peterman (admitted *pro hac vice*)  
Eric Howe (admitted *pro hac vice*)  
Nicholas E. Ballen (admitted *pro hac vice*)  
77 West Wacker Dr., Suite 3100  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435  
Emails: petermanN@gtlaw.com  
howeE@gtlaw.com  
ballenN@gtlaw.com

Dated: March 11, 2021

*Counsel for the Debtors and Debtors in Possession*

---

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
ARTICLE I. DEFINED TERMS, RULES OF INTERPRETATION, COMPUTATION OF TIME, AND GOVERNING LAW .....	2
A. Defined Terms.....	2
B. Rules of Interpretation.....	15
C. Computation of Time .....	16
D. Governing Law.....	16
E. Reference to Monetary Figures .....	16
ARTICLE II. SUMMARY OF CLASSIFICATION OF CLAIMS AND INTERESTS AND ESTIMATED RECOVERIES .....	16
ARTICLE III. BACKGROUND.....	19
A. Background and Procedural History .....	19
B. Debtors' Prepetition Capital Structure.....	20
C. Events Leading Up to the Chapter 11 Case .....	21
D. The Debtors' Bankruptcy Filings and "First-Day" Relief .....	25
E. "Second-Day" Relief.....	26
F. DIP Credit Facility .....	26
G. Sale of Substantially all of the Debtors' Assets .....	27
H. Formation of a Creditors' Committee.....	28
I. Schedules and Statements and 341 Meeting .....	29
J. Omnibus Rejections of Executory Contracts including Unexpired Leases of Nonresidential Real Property .....	29
K. Sale of De Minimis Assets.....	29
L. Claim Bar Dates .....	29
M. Creditors' Committee Settlement.....	30
ARTICLE IV. CONFIRMATION AND VOTING PROCEDURES .....	31
A. Confirmation Procedures .....	31
B. Procedures for Objection.....	31
C. Requirements for Confirmation .....	32
D. Classification of Claims and Interests.....	32
E. Impaired Claims or Interests .....	34
F. The Debtor Release, Exculpation, and Injunction Provisions.....	34

G.	Best Interests of Creditors and Liquidation Analysis .....	35
H.	Feasibility .....	36
I.	Acceptance by Impaired Classes.....	36
J.	Confirmation Without Acceptance by All Impaired Classes.....	37
ARTICLE V. CERTAIN RISK FACTORS TO CONSIDER PRIOR TO VOTING .....		38
A.	Non-Confirmation of the Combined Disclosure Statement and Plan .....	38
B.	Classification Risk .....	39
C.	Claims Estimations .....	39
D.	Administrative and Priority Claims .....	39
E.	Conditions Precedent to Consummation; Timing.....	39
F.	Certain Tax Considerations.....	40
G.	The Liquidating Trust Assets, Including the Liquidating Trust Claims, May Not Result in Recovery .....	40
H.	Reductions to Estimated Creditor Recoveries Under the Liquidating Trust ...	40
ARTICLE VI. ADMINISTRATIVE CLAIMS, DIP LENDER CLAIMS, AND PRIORITY TAX CLAIMS.....		40
A.	Administrative Claims .....	40
B.	Professional Compensation.....	41
C.	DIP Lender Claims.....	42
D.	Priority Tax Claims .....	42
E.	Statutory Fees.....	42
ARTICLE VII. CLASSIFICATION AND TREATMENT OF CLAIMS AND INTERESTS AND EXPECTED RECOVERIES .....		43
A.	Summary of Classification.....	43
B.	Treatment of Claims and Interests .....	43
C.	Confirmation Pursuant to Sections 1129(a)(10) and 1129(b) of the Bankruptcy Code .....	45
D.	Elimination of Vacant Classes .....	46
E.	[Intentionally Omitted].....	46
F.	Subordinated Claims and Interests.....	46
ARTICLE VIII. MEANS FOR IMPLEMENTATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.....		46
A.	Corporate Existence .....	46

<b>B.</b>	Cancellation of Interests in the Debtors .....	46
<b>C.</b>	Creditors' Committee Settlement.....	47
<b>D.</b>	Causes of Action .....	47
<b>E.</b>	Vesting; Representative of the Estates .....	47
<b>F.</b>	Effectuating Documents; Further Transactions .....	48
<b>G.</b>	Deemed Substantive Consolidation .....	48
<b>H.</b>	Insurance Policies.....	48
<b>I.</b>	Dissolution of Creditors' Committee.....	49
<b>J.</b>	Termination of the Claims Agent.....	49
<b>K.</b>	Closing of Cases.....	49
<b>L.</b>	Final Decree .....	49
<b>ARTICLE IX. TREATMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES .....</b>		<b>50</b>
<b>A.</b>	Assumption and Rejection of Executory Contracts and Unexpired Leases.....	50
<b>B.</b>	Claims Based on Rejection of Executory Contracts or Unexpired Leases .....	50
<b>C.</b>	Insurance Policies.....	50
<b>ARTICLE X. THE LIQUIDATING TRUST .....</b>		<b>51</b>
<b>A.</b>	Creation of the Liquidating Trust.....	51
<b>B.</b>	Transfer of Liquidating Trust Assets to the Liquidating Trust .....	51
<b>C.</b>	Administration of the Liquidating Trust .....	52
<b>ARTICLE XI. RESERVES.....</b>		<b>53</b>
<b>A.</b>	Establishment of Reserve Accounts.....	54
<b>B.</b>	Undeliverable Distribution Reserve .....	54
<b>C.</b>	Liquidating Trust Expense Fund.....	55
<b>D.</b>	GUC Disputed Claims Reserve.....	55
<b>ARTICLE XII. PROCEDURES FOR RESOLVING CONTINGENT, UNLIQUIDATED, AND DISPUTED CLAIMS .....</b>		<b>56</b>
<b>A.</b>	Allowance of Claims.....	56
<b>B.</b>	Claims Administration Responsibilities.....	56
<b>C.</b>	Estimation of Claims.....	57
<b>D.</b>	Adjustment to Claims Without Objection.....	57
<b>E.</b>	Time to File Objections to Claims .....	57



F.	Disallowance of Claims .....	57
G.	Amendments to Claims .....	58
H.	No Distributions Pending Allowance.....	58
I.	Distributions After Allowance .....	58
ARTICLE XIII. SETTLEMENT, RELEASE, INJUNCTION, AND RELATED PROVISIONS .....		58
A.	Term of Injunctions or Stays.....	58
B.	Release of Liens .....	58
C.	Debtor Release .....	59
D.	Exculpation .....	60
E.	Non-Discharge of the Debtors; Injunction .....	60
F.	Subordination Rights.....	61
ARTICLE XIV. CONDITIONS PRECEDENT TO CONFIRMATION AND THE EFFECTIVE DATE.....		61
A.	Conditions Precedent to Confirmation.....	61
B.	Conditions Precedent to the Effective Date .....	62
C.	Waiver of Conditions .....	62
D.	Substantial Consummation.....	62
ARTICLE XV. MODIFICATION, REVOCATION, OR WITHDRAWAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.....		63
A.	Modification and Amendments.....	63
B.	Effect of Confirmation on Modifications .....	63
C.	Revocation or Withdrawal of the Combined Disclosure Statement and Plan .	63
ARTICLE XVI. RETENTION OF JURISDICTION .....		64
ARTICLE XVII. MISCELLANEOUS PROVISIONS.....		66
A.	Immediate Binding Effect .....	66
B.	Additional Documents .....	66
C.	Reservation of Rights .....	66
D.	Successors and Assigns.....	67
E.	Service of Documents .....	67
F.	Entire Agreement .....	67
G.	Exhibits .....	67
H.	Nonseverability of The Combined Disclosure Statement and Plan Provisions	67

<b>I.</b>	Votes Solicited in Good Faith .....	68
<b>J.</b>	Waiver and Estoppel. ....	68

Appendix A: Liquidating Trust Agreement

Appendix B: Identity and Compensation of Liquidating Trustee

Appendix C: Liquidation Analysis

THE COMBINED DISCLOSURE STATEMENT AND PLAN WAS COMPILED FROM INFORMATION OBTAINED FROM NUMEROUS SOURCES BELIEVED TO BE ACCURATE TO THE BEST OF THE DEBTORS' KNOWLEDGE, INFORMATION, AND BELIEF. NO GOVERNMENTAL AUTHORITY HAS PASSED ON, CONFIRMED, OR DETERMINED THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN.

NOTHING STATED HEREIN SHALL BE (I) DEEMED OR CONSTRUED AS AN ADMISSION OF ANY FACT OR LIABILITY BY ANY PARTY, (II) ADMISSIBLE IN ANY PROCEEDING INVOLVING THE DEBTORS OR ANY OTHER PARTY, OR (III) DEEMED CONCLUSIVE EVIDENCE OF THE TAX OR OTHER LEGAL EFFECTS OF THE COMBINED DISCLOSURE STATEMENT AND PLAN ON THE DEBTORS OR HOLDERS OF CLAIMS OR INTERESTS. CERTAIN STATEMENTS CONTAINED HEREIN, BY NATURE, ARE FORWARD-LOOKING AND CONTAIN ESTIMATES AND ASSUMPTIONS. THERE CAN BE NO ASSURANCE THAT SUCH STATEMENTS WILL REFLECT ACTUAL OUTCOMES.

THE STATEMENTS CONTAINED HEREIN ARE MADE AS OF THE DATE HEREOF, UNLESS ANOTHER TIME IS SPECIFIED. THE DELIVERY OF THE COMBINED DISCLOSURE STATEMENT AND PLAN SHALL NOT BE DEEMED OR CONSTRUED TO CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AT ANY TIME AFTER THE DATE HEREOF. HOLDERS OF CLAIMS OR INTERESTS SHOULD NOT CONSTRUE THE CONTENTS OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS PROVIDING ANY LEGAL, BUSINESS, FINANCIAL, OR TAX ADVICE. THEREFORE, EACH SUCH HOLDER SHOULD CONSULT WITH ITS OWN LEGAL, BUSINESS, FINANCIAL, AND TAX ADVISORS AS TO ANY SUCH MATTERS CONCERNING THE COMBINED DISCLOSURE STATEMENT AND PLAN AND THE TRANSACTIONS CONTEMPLATED HEREBY.

NO PARTY IS AUTHORIZED TO GIVE ANY INFORMATION WITH RESPECT TO THE COMBINED DISCLOSURE STATEMENT AND PLAN OTHER THAN THAT WHICH IS CONTAINED IN THE COMBINED DISCLOSURE STATEMENT AND PLAN. NO REPRESENTATIONS CONCERNING THE DEBTORS OR THE VALUE OF THEIR PROPERTY HAVE BEEN AUTHORIZED BY THE DEBTORS OTHER THAN AS SET FORTH IN THE COMBINED DISCLOSURE STATEMENT AND PLAN. ANY INFORMATION, REPRESENTATIONS, OR INDUCEMENTS MADE TO OBTAIN AN ACCEPTANCE OF THE COMBINED DISCLOSURE STATEMENT AND PLAN OTHER THAN, OR INCONSISTENT WITH, THE INFORMATION CONTAINED HEREIN SHOULD NOT BE RELIED UPON BY ANY HOLDER OF A CLAIM OR INTEREST. THE COMBINED DISCLOSURE STATEMENT AND PLAN HAS BEEN PREPARED IN ACCORDANCE WITH SECTION 1125 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3016(b) AND NOT IN ACCORDANCE WITH FEDERAL OR STATE SECURITIES LAWS OR OTHER NONAPPLICABLE BANKRUPTCY LAWS. THE COMBINED DISCLOSURE STATEMENT AND PLAN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), AND THE SEC HAS NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THE STATEMENTS CONTAINED HEREIN.

## **INTRODUCTION**

YouFit Health Clubs, LLC and its debtor affiliates, as debtors and debtors in possession, propose this combined disclosure statement and chapter 11 plan of liquidation, as amended and supplemented from time to time, for the resolution of outstanding Claims against, and Interests in, the Debtors. Capitalized terms used and not otherwise defined shall have the meanings ascribed to such terms in Article I.A hereof.

This Combined Disclosure Statement and Plan implements a settlement between the Debtors, the Buyer, and the Creditors' Committee by, among other things, the establishment of the Liquidating Trust. In accordance with the Liquidating Trust Agreement and the provisions set forth herein, the Liquidating Trustee will marshal the remaining assets of the Debtors' Estates including prosecution and recovery of the Liquidating Trust Claims, review the Claims, and make Distributions from the remaining Assets of the Estates to Holders of certain Allowed Claims, consistent with the priority of claim provisions of the Bankruptcy Code.

This Combined Disclosure Statement and Plan contains, among other things, (i) a discussion of the Debtors' history and businesses, (ii) a summary of the events leading to these Chapter 11 Cases, (iii) a summary of key events in these Chapter 11 Cases, (iv) risk factors related to this Combined Disclosure Statement and Plan, (v) the terms of the plan of liquidation, including the establishment of the Liquidating Trust, and (vi) certain other related matters.

The Debtors are the proponents of the Combined Disclosure Statement and Plan within the meaning of section 1129 of the Bankruptcy Code. ALL HOLDERS OF CLAIMS AND INTERESTS, TO THE EXTENT APPLICABLE, ARE ENCOURAGED TO READ THE COMBINED DISCLOSURE STATEMENT AND PLAN IN ITS ENTIRETY BEFORE VOTING TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN. THE DEBTORS RESERVE THE RIGHT TO ALTER, AMEND, MODIFY, REVOKE, OR WITHDRAW THE COMBINED DISCLOSURE STATEMENT AND PLAN, OR ANY PART THEREOF, PRIOR TO ITS SUBSTANTIAL CONSUMMATION.

Please take note of the following important dates relating to the Combined Disclosure Statement and Plan:

**General Claim Bar Date.** Persons or entities, other than governmental units, must file Proofs of Claim against the Debtors on account of Claims arising, or deemed to have arisen, prior to the Petition Date, including, for the avoidance of doubt, claims arising under section 503(b)(9) of the Bankruptcy Code by **February 22, 2021, at 4:00 (prevailing Eastern Time).**

**Plan Supplement Deadline.** Debtors to provide any supplemental disclosures regarding the Combined Disclosure Statement and Plan by April 5, 2021;

**Voting Deadline.** Ballots from voting creditors must be received by April 12, 2021 at 4:00 p.m. (prevailing Eastern Time);

**Objection Deadline.** Objections to confirmation of the Combined Disclosure Statement and Plan must be filed and served by April 12, 2021 at 4:00 p.m. (prevailing Eastern Time); and

**Combined Hearing.** Hearing on adequacy of disclosures and confirmation of the Combined Disclosure Statement and Plan: April 22, 2021, at 10:30 a.m. (prevailing Eastern Time).

**ARTICLE I.  
DEFINED TERMS, RULES OF INTERPRETATION,  
COMPUTATION OF TIME, AND GOVERNING LAW**

**A. Defined Terms**

As used in this Combined Disclosure Statement and Plan, capitalized terms have the meanings set forth below.

1. “*503(b)(9) Claims*” means Claims arising under section 503(b)(9) of the Bankruptcy Code against one or more of the Debtors that were to be Filed against one or more of the Debtors on or before the General Bar Date.

2. “*Acquired Assets*” has the meaning as set forth in the APA.

3. “*Acquired Causes of Action*” has the meaning set forth in Article III.G below.

4. “*Administrative Claim*” means a Claim for costs and expenses of administration of the Debtors’ Estates pursuant to sections 503(b), 507(a)(2), 507(b), or 1114(e)(2) of the Bankruptcy Code, including: (a) the actual and necessary costs and expenses incurred after the Petition Date and through the Effective Date of preserving the Estates; (b) Allowed Professional Fee Claims; (c) all Allowed requests for compensation or expense reimbursement for making a substantial contribution in the Chapter 11 Cases pursuant to sections 503(b)(3), (4), and (5) of the Bankruptcy Code; (d) all Allowed Claims arising under section 503(b)(9) of the Bankruptcy Code; and (e) all DIP Lender Claims.

5. “*Administrative Claims Bar Date*” means the Initial Administrative Claims Bar Date or the Supplemental Administrative Claims Bar Date, as applicable.

6. “*Affiliate*” shall have the meaning set forth in section 101(2) of the Bankruptcy Code.

7. “*Allowed*” means with respect to any Claim, except as otherwise provided herein: (a) a Claim that is evidenced by a Proof of Claim timely Filed by the Bar Date (or for which Claim under the Combined Disclosure Statement and Plan, the Bankruptcy Code, or a Final Order of the Bankruptcy Court, a Proof of Claim is not or shall not be required to be Filed); (b) a Claim that is listed in the Schedules as not contingent, not unliquidated, and not disputed, and for which no Proof of Claim has been timely Filed; or (c) a Claim Allowed pursuant to the Combined Disclosure Statement and Plan, any stipulation approved by the Bankruptcy Court, any contract, instrument, indenture, or other agreement entered into or assumed in connection with the Combined Disclosure Statement and Plan, or a Final Order; provided, that with respect to a Claim described in clauses (a) and (b) above, such Claim shall be considered Allowed only if and to the extent that with respect to such Claim no objection to the allowance thereof has been interposed within the applicable period of time fixed by the Combined Disclosure Statement and Plan, the Bankruptcy

Code, the Bankruptcy Rules, or the Bankruptcy Court, or if such an objection is so interposed, such Claim shall have been Allowed by a Final Order. Any Claim that has been or is hereafter listed in the Schedules as contingent, unliquidated, or disputed, and for which no Proof of Claim or Interest is or has been timely Filed, is not considered Allowed and shall be expunged without further action by the Debtors and without further notice to any party or action, approval, or order of the Bankruptcy Court unless otherwise ordered by the Bankruptcy Court. Notwithstanding anything to the contrary herein, no Claim of any Entity subject to section 502(d) of the Bankruptcy Code shall be deemed Allowed unless and until such Entity pays in full the amount that it owes. For the avoidance of doubt, a Proof of Claim Filed after the Bar Date shall not be Allowed for any purposes whatsoever absent entry of a Final Order allowing such late-Filed Claim. “Allow” and “Allowing” shall have correlative meanings.

8. “*Approved Budget*” has the meaning as set forth in the Final DIP Order.

9. “*Asset Purchase Agreement*” or “*APA*” means that certain Asset Purchase Agreement dated as of November 9, 2020, as amended by (i) the First Amendment to Asset Purchase Agreement [Docket No. 235], by and between the Debtors and the Buyer and (ii) the Sale Order, as the same may be further amended, supplemented or otherwise modified from time to time that was approved by the Bankruptcy Court pursuant to the Sale Order.

10. “*Assets*” means all tangible and intangible assets of every kind and nature of the Debtors and their Estates within the meaning of section 541 of the Bankruptcy Code.

11. “*Avoidance Actions*” means Claims and Causes of Action under sections 502(d), 544, 545, 547, 548, 549, 550, and 553 of the Bankruptcy Code and any other avoidance or similar action under the Bankruptcy Code or similar state law.

12. “*Bankruptcy Code*” means title 11 of the United States Code, 11 U.S.C. §§ 101–1532, as amended from time to time, as applicable to the Chapter 11 Cases.

13. “*Bankruptcy Court*” means the United States Bankruptcy Court for the District of Delaware having jurisdiction over the Chapter 11 Cases.

14. “*Bankruptcy Rules*” means the Federal Rules of Bankruptcy Procedure, as applicable to the Chapter 11 Cases, promulgated under section 2075 of the Judicial Code and the general, local, and chambers rules of the Bankruptcy Court, each as amended from time to time.

15. “*Bar Date Order*” means the *Order (I) Fixing Deadlines for Filing Proofs of Claim and (II) Approving the Form and Manner of Notice Hereof* entered by the Bankruptcy Court on January 20, 2021 [Docket No. 671].

16. “*Berks Actions*” means any Avoidance Actions against the following individuals: Rick Berks, Christy Berks-Stross, Melissa Berks-Muniz, or Melinda Berks, which Berks Actions were transferred to the Buyer in connection with the Sale.

17. “*Berks Actions Cash Recovery*” means a recovery in Cash by the Buyer or one of its Affiliates, whether through assignment, settlement or judgment, on account of the Berks Actions.

18. “*Blank Action*” means that certain prepetition putative class action commenced by Jason Blank on April 9, 2020 in Broward County, Florida (17th Circuit Court, Case #106059805).

19. “*Business Day*” means any day, other than a Saturday, Sunday, or “*legal holiday*” (as defined in Bankruptcy Rule 9006(a)).

20. “*Buyer*” means YF FC Acquisition, LLC.

21. “*Cash*” means cash and cash equivalents, including bank deposits, checks, and other similar items in legal tender of the United States of America.

22. “*Causes of Action*” means any Claims, damages, remedies, causes of action, demands, rights, actions, suits, obligations, liabilities, accounts, defenses, offsets, powers, privileges, licenses, and franchises of any kind or character whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, contingent or non-contingent, matured or unmatured, suspected or unsuspected, in tort, law, equity, or otherwise, including (a) all rights of setoff, counterclaim, or recoupment and claims on contracts or for breaches of duties imposed by law; (b) the right to object to or otherwise contest Claims or Interests; (c) claims pursuant to sections 362, 510, 542, 543, 544 through 550, or 553 of the Bankruptcy Code; and (d) such claims and defenses as fraud, mistake, duress, and usury and any other defenses set forth in section 558 of the Bankruptcy Code.

23. “*Chapter 11 Cases*” means, when used with reference to a particular Debtor, the case pending for that Debtor under chapter 11 of the Bankruptcy Code in the Bankruptcy Court, and when used with reference to all of the Debtors, the procedurally consolidated and jointly administered chapter 11 cases pending for the Debtors in the Bankruptcy Court.

24. “*Claim*” means any claim, as defined in section 101(5) of the Bankruptcy Code.

25. “*Claims Agent*” means Donlin, Recano & Company, Inc. or any successor appointed by the Bankruptcy Court.

26. “*Claims Objection Bar Date*” means the deadline for objecting to a Claim, which shall be on the date that is the later of (a) 180 days after the Effective Date and (b) such other period of limitation as may be specifically fixed by order of the Bankruptcy Court for objecting to Claims.

27. “*Claims Register*” means the official register of Claims maintained by the Claims Agent.

28. “*Class*” means a category of Claims or Interests under section 1122(a) of the Bankruptcy Code.

29. “*Class 3/Class 4 Allocation*” means the allocation of (a) the Class 3 Liquidating Trust Interests Pro Rata to the Holders of Allowed Lender Claims and (b) the Class 4 Liquidating Trust Interests Pro Rata to Holders of Allowed General Unsecured Claims.

30. “*Class 3 Liquidating Trust Interests*” means Liquidating Trust Interests to be distributed Pro Rata to Holders of Allowed Lender Claims, which shall entitle such Holders to receive distributions of Liquidating Trust Assets pursuant to the Liquidating Trust Proceeds Waterfall.

31. “*Class 3 Recovery Percentage*” means the lesser of (x) the Lender Claim Pool Percentage and (y) 65%.

32. “*Class 4 Liquidating Trust Interests*” means Liquidating Trust Interests to be distributed Pro Rata to Holders of Allowed General Unsecured Claims, which shall entitle such Holders to receive distributions of Liquidating Trust Assets pursuant to the Liquidating Trust Proceeds Waterfall.

33. “*Class 4 Recovery Percentage*” means 100% minus the Lender Recovery Percentage.

34. “*Combined Disclosure Statement and Plan*” means this entire document and the Plan Supplement, all exhibits, schedules and related documents, whether annexed hereto or Filed in connection herewith, including the Disclosure Statement portions and the Plan portions.

35. “*Confirmation Date*” means the date upon which the Bankruptcy Court enters the Confirmation Order on the docket of the Chapter 11 Cases, within the meaning of Bankruptcy Rules 5003 and 9021.

36. “*Confirmation Order*” means the order of the Bankruptcy Court confirming this Combined Disclosure Statement and Plan pursuant to, among others, section 1129 of the Bankruptcy Code.

37. “*Combined Hearing*” means the combined hearing before the Bankruptcy Court to consider the adequacy of the disclosures in, and confirmation of, the Combined Disclosure Statement and Plan, which is scheduled for April 22, 2021, at 10:30 a.m. (prevailing Eastern Time).

38. “*Consummation*” means the occurrence of the Effective Date.

39. “*Contingent Claim*” means any contingent or unliquidated Claim asserted or which may be asserted against the Debtors.

40. “*Creditors’ Committee*” means the official committee of unsecured creditors appointed in the Chapter 11 Cases pursuant to section 1102(a) of the Bankruptcy Code [Docket No. 101].

41. “*Creditors’ Committee Settlement*” means the settlement among the Creditors’ Committee, the Debtors, and the Buyer, described in more detail in Article III.M of the Combined



Disclosure Statement and Plan, and implemented pursuant to the terms of the Sale Order and this Combined Disclosure Statement and Plan.

42. “*Debtors*” means, collectively, the debtors and debtors in possession in the Chapter 11 Cases.

43. “*DIP Agent*” means Alter Domus (US) LLC, in its capacity as administrative and collateral agent under the DIP Facility.

44. “*DIP Credit Agreement*” means that certain Senior Secured Super-Priority Debtor-in-Possession Credit Agreement, dated as of November 9, 2020, by and among the Debtors, the DIP Lenders, and the DIP Agent, as it may be amended, restated, supplemented, or otherwise modified from time to time.

45. “*DIP Credit Documents*” means the DIP Credit Agreement and any other agreements and documents executed in connection with or related thereto.

46. “*DIP Credit Facility*” means the multi-draw superpriority senior secured priming debtor-in-possession term loan credit facility provided by the DIP Lenders to the Debtors under the terms of the DIP Credit Documents and DIP Orders.

47. “*DIP Lender Claims*” means any and all Claims derived from, based upon, or secured by, the DIP Facility, the DIP Credit Documents, or the DIP Orders held by any DIP Lender or the DIP Agent which claims are deemed Allowed.

48. “*DIP Lenders*” means, collectively, the lenders from time to time that are party to the DIP Credit Agreement.

49. “*DIP Lender Representative*” means BGC Lender Rep LLC, as lender representative under the DIP Credit Agreement.

50. “*DIP Orders*” means, collectively, the interim and final orders entered by the Bankruptcy Court authorizing the Debtors to enter into the DIP Credit Documents and incur postpetition obligations thereunder [Docket Nos. 49 & 231] as well as orders entered by the Bankruptcy Court amending the terms of the DIP Credit Facility [Docket Nos. 568 and 656].

51. “*Disallowed*” means, with respect to any Claim, a Claim or any portion thereof that: (a) has been disallowed by a Final Order; (b) is listed on the Schedules as zero or as contingent, disputed, or unliquidated and as to which no Proof of Claim or request for payment of an Administrative Claim has been timely Filed or deemed timely Filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any Final Order or otherwise deemed timely Filed under applicable law or the Combined Disclosure Statement and Plan; (c) is not listed on the Schedules and as to which no Proof of Claim or request for payment of an Administrative Claim has been timely Filed or deemed timely Filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any Final Order or otherwise deemed timely Filed under applicable law or the Combined Disclosure Statement and Plan; (d) has been withdrawn by agreement of the applicable Debtor and the Holder thereof; or (e) has been withdrawn by the Holder thereof.

52. “*Disbursing Agent*” means mean the Liquidating Trustee; *provided, however*, that the Liquidating Trustee may, in its discretion, retain a third party to act as Disbursing Agent.

53. “*Disclosure Statement*” means the disclosure statement, as amended, supplemented or modified from time to time, that is embodied within the Combined Disclosure Statement and Plan and distributed in accordance with, among others, sections 1125, 1126(b) and 1145 of the Bankruptcy Code, Bankruptcy Rule 3018, and other applicable law.

54. “*Disputed*” means a Claim that is not yet Allowed or Disallowed.

55. “*Distribution*” shall mean any distribution made pursuant to the Combined Disclosure Statement and Plan by the Liquidating Trustee or another Entity acting as the Disbursing Agent, to the Holders of Allowed Claims.

56. “*Distribution Reserve Accounts*” means the Undeliverable Distribution Reserve, the Liquidating Trust Expense Fund, and the GUC Disputed Claims Reserve established pursuant to this Combined Disclosure Statement and Plan.

57. “*Effective Date*” means the first Business Day after the Confirmation Date on which the conditions precedent specified herein have been either satisfied or waived.

58. “*Entity*” shall have the meaning set forth in section 101(15) of the Bankruptcy Code.

59. “*Estate*” means, as to each Debtor, the estate created for the Debtor in its Chapter 11 Case pursuant to section 541 of the Bankruptcy Code.

60. “*Exculpated Parties*” means, collectively, and in each case in its capacity as such: (a) the Debtors, (b) the directors and officers of the Debtors who served during any portion of these Chapter 11 Cases, (c) the Debtors’ Professionals retained in these Chapter 11 Cases, (d) the Creditors’ Committee, the members of the Creditors’ Committee in their capacity as such, the individuals representing such members, in their capacity as such, and (e) the Creditors’ Committee’s Professionals retained in these Chapter 11 Cases.

61. “*Executory Contract*” means a contract to which one or more of the Debtors is a party that is subject to assumption or rejection under sections 365 or 1123 of the Bankruptcy Code.

62. “*File*,” “*Filed*,” or “*Filing*” means file, filed, or filing in the Chapter 11 Cases with the Bankruptcy Court or, with respect to the filing of a Proof of Claim or proof of Interest, the Claims Agent.

63. “*Final DIP Order*” means the final order entered by the Bankruptcy Court authorizing the Debtors to enter into the DIP Credit Documents and incur postpetition obligations thereunder [Docket No. 231].

64. “*Final Order*” means (i) an order or judgment of the Bankruptcy Court, as entered on the docket in any Chapter 11 Case (or any related adversary proceeding or contested matter) or

the docket of any other court of competent jurisdiction, or (ii) an order or judgment of any other court having jurisdiction over any appeal from (or petition seeking certiorari or other review of) any order or judgment entered by the Bankruptcy Court (or any other court of competent jurisdiction, including in an appeal taken) in any Chapter 11 Case (or in any related adversary proceeding or contested matter), in each case that has not been reversed, stayed, modified, or amended, and as to which the time to appeal, or seek certiorari or move for a new trial, reargument, or rehearing has expired according to applicable law and no appeal or petition for certiorari or other proceedings for a new trial, reargument, or rehearing has been timely taken, or as to which any appeal that has been taken or any petition for certiorari that has been or may be timely Filed has been withdrawn or resolved by the highest court to which the order or judgment was appealed or from which certiorari was sought or the new trial, reargument, or rehearing shall have been denied, resulted in no modification of such order, or has otherwise been dismissed with prejudice; provided, that the possibility a motion under Rule 60 of the Federal Rules of Civil Procedure, or any analogous rule under the Bankruptcy Rules or the Local Bankruptcy Rules of the Bankruptcy Court, may be Filed relating to such order shall not prevent such order from being a Final Order.

65. “*General Bar Date*” means February 22, 2021 at 4:00 p.m. (prevailing Eastern Time) for certain Claims arising before the Petition Date, including 503(b)(9) Claims, as established by the Bar Date Order.

66. “*General Unsecured Claim*” or “*GUC*” means any Claim other than (a) an Administrative Claim, (b) an Other Secured Claim, (c) a Priority Tax Claim, (d) an Other Priority Claim, (e) an Intercompany Claim, (f) a DIP Lender Claim, (g) a Prepetition Lender Claim, or (h) a Subordinated Claim.

67. “*Governmental Unit*” shall have the meaning set forth in section 101(27) of the Bankruptcy Code.

68. “*GUC Disputed Claims Reserve*” means a reserve account with respect to Disputed General Unsecured Claims to be established and funded by the Liquidating Trustee pursuant to Article X and the Liquidating Trust Agreement.

69. “*Holder*” means any Person holding a Claim, Interest, or Liquidating Trust Interest, as applicable.

70. “*Holdings*” means YouFit Health Clubs, LLC.

71. “*Impaired*” means, with respect to a Class of Claims or Interests, a Class of Claims or Interests that is impaired within the meaning of section 1124 of the Bankruptcy Code.

72. “*Initial Administrative Claims Bar Date*” means the deadline by which all Holders of Initial Administrative Claims must file a request for allowance of any such claims via the form approved by the Solicitation Procedures Order by 4:00 p.m. (prevailing Eastern Time) on April 12, 2021.

73. “*Initial Administrative Claims*” means Administrative Claims, other than 503(b)(9) Claims, DIP Lender Claims, or Professional Fee Claims, that arose or accrued between the Petition Date and the later of March 3, 2021 and the date of the entry of the Solicitation Procedures Order.

74. “*Intercompany Claim*” means any Claim held by a Debtor against another Debtor.

75. “*Interest*” means any equity security (as defined in section 101(16) of the Bankruptcy Code) in any Debtor, including any rights, options, warrants, stock appreciation rights, phantom stock rights, restricted stock units, redemption rights, repurchase rights, convertible, exercisable or exchangeable securities or other agreements, arrangements or commitments of any character relating to, or whose value is related to, any such interest or other ownership interest in any Debtor.

76. “*Insurance Policies*” mean all insurance policies that have been issued at any time to or provide coverage to any of the Debtors and all agreements, documents, or instruments relating thereto.

77. “*IRS*” means the Internal Revenue Service.

78. “*Interim Compensation Order*” means the order of the Bankruptcy Court establishing procedures for interim compensation and reimbursement of expenses for professionals [Docket No. 202].

79. “*Judicial Code*” means title 28 of the United States Code, 28 U.S.C. §§ 1–4001, as amended from time to time, as applicable to the Chapter 11 Cases.

80. “*Lender Claim Pool Percentage*” means the percentage derived by dividing (i) the Lender Claims Allowed Amount by (ii) the sum of (a) the Lender Claims Allowed Amount and (b) the aggregate amount of Allowed General Unsecured Claims.

81. “*Lender Claims*” means together the Prepetition Lender Claims and the DIP Lender Claims, which are deemed allowed.

82. “*Lender Claims Allowed Amount*” means the aggregate Allowed amount of the Lender Claims, which amount is no less than \$17,727,918.35.

83. “*Lenders*” means together the Prepetition Lenders and the DIP Lenders.

84. “*Lien*” shall have the meaning set forth in section 101(37) of the Bankruptcy Code.

85. “*Liquidating Trust*” means a liquidating trust to be established on the Effective Date for the benefit of Holders of Allowed Lender Claims and General Unsecured Claims pursuant to the terms of the Liquidating Trust Agreement and the Combined Disclosure Statement and Plan.

86. “*Liquidating Trust Advisory Board*” means the advisory board that shall oversee the Liquidating Trust in accordance with the Liquidating Trust Agreement and the Combined Disclosure Statement and Plan, the initial composition of which shall consist of three members,

one of whom shall be designated by the Creditors' Committee (the identity of whom, to the extent known, shall be disclosed prior to the Effective Date), one of whom shall be designated by the Lenders (the identity of whom, to the extent known, shall be disclosed prior to the Effective Date), and one of whom shall be jointly designated by the Creditors' Committee and the Lenders.

87. "*Liquidating Trust Agreement*" means the trust or similar agreement that establishes the Liquidating Trust and governs the powers, duties, and responsibilities of the Liquidating Trustee, on terms materially consistent with the Combined Disclosure Statement and Plan, the form of which is attached hereto as Appendix A, as may be amended, modified, or supplemented from time to time, which shall be on terms acceptable to the Debtors, the Lenders, and the Creditors' Committee.

88. "*Liquidating Trust Assets*" means (a) all Excluded Assets (as defined in the Sale Order) including, but not limited to, the Liquidating Trust Funding Amount, (b) the Debtors' books and records that are not Acquired Assets, if any, and (c) the Liquidating Trust Claims and the proceeds thereof.

89. "*Liquidating Trust Beneficiaries*" means the Holders of Liquidating Trust Interests.

90. "*Liquidating Trust Claims*" means all Avoidance Actions against West Central Construction as set forth in paragraph 11 of the Sale Order and Exhibit E to the Sale Order.

91. "*Liquidating Trust Expenses*" shall have the meaning set forth in Article XI.C.

92. "*Liquidating Trust Funding Amount*" means Cash, if any, remaining from the Professional Fee Excess Amount and Wind Down Amount after payment of all Allowed Administrative Claims and all Allowed Priority Claims, which amount shall be contributed to the Liquidating Trust and distributed in accordance with Liquidating Trust Proceeds Waterfall.

93. "*Liquidating Trustee*" means the Person jointly designated by the Creditors' Committee and the Lenders to serve as the trustee of the Liquidating Trust and any successor thereto appointed pursuant to the Liquidating Trust Agreement.

94. "*Liquidating Trust Interests*" means the beneficial interests in the Liquidating Trust.

95. "*Liquidating Trust Proceeds Waterfall*" means the following priority of Distributions with respect to the Liquidating Trust Assets: (a) first, any outstanding Allowed Administrative Claims and Allowed Priority Claims, if any; (b) second, after the amounts in clause (a) are fully satisfied, all Liquidating Trust Expenses; (c) third, after the amounts in clause (a) and (b) are fully satisfied or reserved, to pay Holders of Class 4 Liquidating Trust Interests (i) \$350,000 plus (ii) if the Liquidating Trust Funding Amount is greater than the amount of the Liquidating Trust Expenses, the difference between the Liquidating Trust Funding Amount and the amount of the Liquidating Trust Expenses; (d) fourth, after the amounts in clauses (a) through (c) are fully satisfied or reserved, if there has been a Berks Actions Cash Recovery, to pay Holders of Class 4 Liquidating Trust Interests up to an amount equal to the Class 3 Recovery Percentage applied to the Berks Actions Cash Recovery; and (e) fifth, after the amounts in clauses (a) through (d) are

fully satisfied or reserved, to pay Holders of Class 3 Liquidating Trust Interests and Holders of Class 4 Liquidating Trust Interests as follows: (i) the Holders of Class 3 Liquidating Trust Interests shall receive the Class 3 Recovery Percentage of any distributions made under this clause (e) and (ii) Holders of Class 4 Liquidating Trust Interests shall receive the Class 4 Recovery Percentage of any distributions made under this clause.

96. “*Local Rules*” means the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

97. “*OCP Order*” means the *Order Authorizing the Retention and Payment of Professionals Utilized by the Debtors in the Ordinary Course of Business* entered by the Bankruptcy Court on December 3, 2020 [Docket No. 201].

98. “*Ordinary Course Professional*” shall have the meaning ascribed to such term in the OCP Order.

99. “*Other Priority Claim*” means any Claim entitled to priority in right of payment under section 507(a) of the Bankruptcy Code, other than: (a) an Administrative Claim; or (b) a Priority Tax Claim, to the extent such Claim has not already been paid during the Chapter 11 Cases.

100. “*Other Secured Claim*” means any Secured Claim other than a DIP Lender Claim and a Prepetition Lender Claim.

101. “*Person*” shall have the meaning set forth in section 101(41) of the Bankruptcy Code.

102. “*Petition Date*” means November 9, 2020, the date on which the Debtors commenced the Chapter 11 Cases.

103. “*Plan*” means the Combined Disclosure Statement and Plan, and the Plan Supplement, which is incorporated herein by reference, including all exhibits and schedules hereto and thereto.

104. “*Plan Documents*” means all documents, forms of documents, schedules, and exhibits to this Combined Disclosure Statement and Plan to be executed, delivered, assumed, or performed in conjunction with consummation of this Combined Disclosure Statement and Plan on the Effective Date.

105. “*Plan Supplement*” means the compilation of all Plan Documents to be entered into as of the Effective Date and which, if not attached to this Combined Disclosure Statement and Plan, will be filed with the Bankruptcy Court not later than seven (7) calendar days prior to the Voting Deadline.

106. “*Prepetition Agent*” means Cortland Capital Market Services, LLC, as administrative agent (together with its permitted successors in such capacity) and as collateral agent (together with its permitted successors in such capacity) under the Prepetition Credit Agreement.

107. “*Prepetition Collateral*” means the Collateral (as defined in the Prepetition Credit Agreement), which Prepetition Collateral constitutes substantially all of each Prepetition Loan Party’s assets.

108. “*Prepetition Credit Agreement*” means that certain Credit and Guaranty Agreement, dated as of April 16, 2019 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time) by and among the Prepetition Loan Parties, the Prepetition Guarantors, and the Prepetition Secured Parties.

109. “*Prepetition Credit Documents*” means the Prepetition Credit Agreement and any other agreements and documents executed in connection with or related thereto.

110. “*Prepetition Guarantors*” means Holdings and certain subsidiaries of Holdings under the Prepetition Credit Agreement.

111. “*Prepetition Lender Representative*” means BGC Lender Rep LLC, as lender representative under the Prepetition Credit Agreement.

112. “*Prepetition Lenders*” mean the lenders from time to time party thereto under the Prepetition Credit Agreement.

113. “*Prepetition Lender Claims*” means any and all Claims arising from, under, or in connection with the Prepetition Credit Documents which claims are deemed Allowed.

114. “*Prepetition Loan Parties*” means collectively You Fit, LLC, Holdings, and certain subsidiaries of Holdings as borrowers under the Prepetition Credit Agreement.

115. “*Prepetition Secured Obligations*” means any other accrued and accruing unpaid obligations under the Prepetition Credit Agreement, including interest, fees and expenses (including legal fees and expenses) (collectively with all loans, advances, debts, liabilities, principal, interest, fees, charges, expenses, and obligations for the performance of covenants, tasks, or duties or for the payment of monetary amounts owing to the Prepetition Secured Parties by the Prepetition Loan Parties, of any kind or nature, whether or not evidenced by any note, agreement, or other instrument.

116. “*Prepetition Secured Parties*” means the Prepetition Lender Representative, the Prepetition Lenders, and the Prepetition Agent under the Prepetition Credit Agreement.

117. “*Priority Claims*” means, collectively, Priority Tax Claims and Other Priority Claims.

118. “*Priority Tax Claim*” means any Claim of a Governmental Unit of the kind specified in section 507(a)(8) of the Bankruptcy Code.

119. “*Pro Rata*” means the proportion that an Allowed Claim in a particular Class bears to the aggregate amount of Allowed Claims in that Class, or the proportion that Allowed Claims in a particular Class bear to the aggregate amount of Allowed Claims in a particular Class and

other Classes entitled to share in the same recovery as such Allowed Claim under the Combined Disclosure Statement and Plan.

120. “*Professional*” means an Entity employed pursuant to a Bankruptcy Court order in accordance with sections 327, 328 or 1103 of the Bankruptcy Code and to be compensated for services rendered before or on the Confirmation Date, pursuant to sections 327, 328, 329, 330, or 331 of the Bankruptcy Code.

121. “*Professional Fee Claims*” means all Administrative Claims for the compensation of Professionals and the reimbursement of expenses incurred by such Professionals through and including the Effective Date to the extent such fees and expenses have not been previously paid.

122. “*Professional Fee Escrow Account*” means an interest-bearing account in an amount equal to the total Professional Fee Reserve Amount funded by the Debtors on the Effective Date, which account and all Cash therein are Excluded Assets under, and as defined in, the APA.

123. “*Professional Fee Excess Amount*” means the amount in the Professional Fee Escrow Account allocated to pay the Creditors’ Committee’s Professionals and Debtors’ legal counsel Greenberg Traurig, LLP under the Approved Budget minus the aggregate amount of all Allowed Professional Fee Claims for the Creditors’ Committee’s Professionals and Greenberg Traurig, LLP.

124. “*Professional Fee Reserve Amount*” means the aggregate amount in the Approved Budget allocated to Professional Fee Claims minus the amount of such Professional Fee Claims that have already been paid as of the Effective Date.

125. “*Pro Rata Share*” means, with respect to any Distribution on account of any Allowed Claim, the ratio that the amount of such Allowed Claim bears to the aggregate amount of all Allowed Claims in the same Class.

126. “*Proof of Claim*” means a proof of Claim Filed in the Chapter 11 Cases.

127. “*Quarterly Fees*” shall have the meaning set forth in Article VI.E.

128. “*Released Party*” means each of the following, solely in its capacity as such: (a) the DIP Agent; (b) the DIP Lenders; (c) the DIP Lender Representative (d) the Prepetition Lenders; (e) the Prepetition Agent; (f) the Prepetition Lender Representative; (g) the Creditors’ Committee, (h) the Buyer; and (i) with respect to (1) the Entities in the foregoing clauses (a) through (h) and (2) the Debtors, each such Entity’s current and former Affiliates, and such Entities’ and their current and former Affiliates’ current and former directors, managers, officers, control persons, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, participants, managed accounts or funds, fund advisors, predecessors, successors, assigns, subsidiaries, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, investment managers, and other professionals, each in their capacity as such.



129. “*Sale*” means the sale of substantially all of the Debtors’ Assets to the Buyer pursuant to the Sale Documents.

130. “*Sale Documents*” means the APA, the Sale Order, the Supplemental Sale Order, and all documents, instruments, and agreements executed and delivered in connection with the consummation of the transactions contemplated by the APA.

131. “*Sale Order*” means, collectively, (i) the Order [Docket No. 564] entered by the Bankruptcy Court on December 28, 2020 that, among other things, approved the Sale and (ii) the Supplemental Sale Order.

132. “*Secured*” means when referring to a Claim: (a) secured by a Lien on property in which any of the Debtors has an interest, which Lien is valid, perfected, enforceable and unavoidable pursuant to applicable law or by reason of a Bankruptcy Court order, or that is subject to setoff pursuant to section 553 of the Bankruptcy Code, to the extent of the value of the applicable Holder’s interest in the applicable Debtor’s interest in such property or to the extent of the amount subject to setoff, as applicable, as determined pursuant to section 506(a) of the Bankruptcy Code; or (b) Allowed pursuant to the Combined Disclosure Statement and Plan, or separate order of the Bankruptcy Court, as a secured claim.

133. “*Solicitation Procedures Order*” means the Bankruptcy Court’s order approving the *Motion for Entry of an Order (A) Approving the Disclosure Statement on an Interim Basis, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (C) Approving the Form of Ballot and Solicitation Materials, (D) Establishing Voting Record Date, (E) Fixing the Date, Time, and Place for the Hearing on Final Approval of the Disclosure Statement and Confirmation of the Plan and the Deadline for Filing Objections Thereto, (F) Approving Related Notice Procedures and Deadlines; and (G) Fixing a Deadline for Initial Administrative Expense Claims* on March 4, 2021 [Docket No. 801].

134. “*Subordinated Claim*” means a Claim of the type described in and subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

135. “*Supplemental Administrative Claims Bar Date*” means the deadline for Filing requests for payment of Administrative Claims, which: (a) with respect to Administrative Claims other than Professional Fee Claims, 503(b)(9) Claims, and Initial Administrative Claims, shall be 30 days after the Effective Date; and (b) with respect to Professional Fee Claims, shall be 45 days after the Effective Date.

136. “*Supplemental Sale Order*” means the Order [Docket No. 735] entered by the Bankruptcy Court on February 9, 2021 that, among other things, supplements the Sale Order.

137. “*U.S. Trustee*” means the Office of the United States Trustee for the District of Delaware and the U.S. Trustee for Region 3.

138. “*Unexpired Lease*” means a lease of nonresidential real property to which one or more of the Debtors is a party that is subject to assumption or rejection under sections 365 or 1123 of the Bankruptcy Code.

139. “*Unimpaired*” means, with respect to a Class of Claims or Interests, a Class of Claims or Interests that are unimpaired within the meaning of section 1124 of the Bankruptcy Code, including through payment in full in Cash.

140. “*Voting Deadline*” means April 12, 2021 at 4:00 p.m. (prevailing Eastern Time).

141. “*Wind Down Amount*” means \$400,000, which as of the Closing Date has been funded to the Debtors under the DIP Credit Facility and is an Excluded Asset under, and as defined in, the APA.

## **B. Rules of Interpretation**

For purposes herein: (1) in the appropriate context, each term, whether stated in the singular or the plural, shall include both the singular and the plural, and pronouns stated in the masculine, feminine, or neuter gender shall include the masculine, feminine, and the neuter gender; (2) unless otherwise specified, any reference herein to a contract, lease, instrument, release, indenture, or other agreement or document being in a particular form or on particular terms and conditions means that the referenced document shall be substantially in that form or substantially on those terms and conditions; (3) unless otherwise specified, any reference herein to an existing document, schedule, or exhibit, whether or not Filed, having been Filed or to be Filed shall mean that document, schedule, or exhibit, as it may thereafter be amended, modified, or supplemented; (4) any reference to a Person as a Holder of a Claim or Interest includes that Person’s successors and assigns; (5) unless otherwise specified, all references herein to “Articles” are references to Articles hereof or hereto; (6) unless otherwise specified, all references herein to exhibits are references to exhibits in the Plan Supplement; (7) unless otherwise specified, the words “herein,” “hereof,” and “hereto” refer to the Combined Disclosure Statement and Plan in its entirety rather than to a particular portion of the Combined Disclosure Statement and Plan; (8) captions and headings to Articles are inserted for convenience of reference only and are not intended to be a part of or to affect the interpretation of the Combined Disclosure Statement and Plan; (9) unless otherwise specified herein, the rules of construction set forth in section 102 of the Bankruptcy Code shall apply; (10) any term used in capitalized form herein that is not otherwise defined but that is used in the Bankruptcy Code or Bankruptcy Rules shall have the meaning assigned to that term in the Bankruptcy Code or the Bankruptcy Rules, as the case may be; (11) all references to docket numbers of documents Filed in the Chapter 11 Cases are references to the docket numbers under the Bankruptcy Court’s CM/ECF system; (12) all references to statutes, regulations, orders, rules of courts, and the like shall mean as amended from time to time, and as applicable to the Chapter 11 Cases, unless otherwise stated; (13) any immaterial effectuating provisions may be interpreted by the Debtors or the Liquidating Trustee in such a manner that is consistent with the overall purpose and intent of the Combined Disclosure Statement and Plan all without further notice to or action, order, or approval of the Bankruptcy Court or any other Person; and (14) all reference to “corporate action” shall mean with respect to any Entity, corporate, limited liability, partnership or other organizational action, as applicable to such Entity.

**C. Computation of Time**

Unless otherwise specifically stated herein, the provisions of Bankruptcy Rule 9006(a) shall apply in computing any period of time prescribed or allowed herein. If the date on which a transaction may occur pursuant to the Combined Disclosure Statement and Plan shall occur on a day that is not a Business Day, then such transaction shall instead occur on the next succeeding Business Day. Any action to be taken on the Effective Date may be taken on or as soon as reasonably practicable after the Effective Date.

**D. Governing Law**

Unless a rule of law or procedure is supplied by federal law (including the Bankruptcy Code and Bankruptcy Rules) or unless otherwise specifically stated, the laws of the State of Delaware, without giving effect to the principles of conflict of laws, shall govern the rights, obligations, construction, and implementation of the Combined Disclosure Statement and Plan, any agreements, documents, instruments, or contracts executed or entered into in connection with the Combined Disclosure Statement and Plan (except as otherwise set forth in those agreements, in which case the governing law of such agreement shall control); provided, that corporate governance matters relating to the Debtors shall be governed by the laws of the state of incorporation or formation of the relevant Debtor.

**E. Reference to Monetary Figures**

All references in the Combined Disclosure Statement and Plan to monetary figures shall refer to currency of the United States of America, unless otherwise expressly provided herein.

**ARTICLE II.  
SUMMARY OF CLASSIFICATION OF CLAIMS AND INTERESTS  
AND ESTIMATED RECOVERIES**

The information in the table below is provided in summary form for illustrative purposes only and is subject to material change based on certain contingencies, including those related to the reconciliation process of Claims. Actual recoveries may widely vary within these ranges, and any changes to any of the assumptions underlying these amounts could result in material adjustments to recovery estimates provided herein and/or the actual distribution received by Creditors. The projected recoveries are based on information available to the Debtors as of the date hereof and reflect the Debtors' estimates as of the date hereof only. In addition to the cautionary notes contained elsewhere in the Combined Disclosure Statement and Plan, it is underscored that the Debtors make no representation as to the accuracy of these recovery estimates. The Debtors expressly disclaim any obligation to update any estimates or assumptions after the date hereof on any basis (including new or different information received and/or errors discovered).

A Claim or Interest is placed in a particular Class only to the extent that the Claim or Interest falls within the description of that Class and is classified in other Classes to the extent that any portion of the Claim or Interest falls within the description of such other Classes. A Claim or

Interest is also placed in a particular Class for the purpose of receiving Distributions pursuant to the Combined Disclosure Statement and Plan only to the extent that such Claim or Interest is an Allowed Claim in that Class and such Claim or Interest has not been paid, released, or otherwise settled prior to the Effective Date.

All Claims and Interests, except Administrative Claims, DIP Lender Claims, Professional Fee Claims, and Priority Tax Claims, are placed in the Classes set forth below. In accordance with Bankruptcy Code section 1123(a)(1), Administrative Claims (including Professional Fee Claims), DIP Lender Claims, and Priority Tax Claims, as described herein, have not been classified, and the respective treatment of such unclassified Claims is set forth below in Article VI of the Combined Disclosure Statement and Plan. The categories of Claims and Interests listed below classify Claims and Interests for all purposes, including voting, confirmation and distribution pursuant to the Combined Disclosure Statement and Plan and pursuant to Bankruptcy Code sections 1122 and 1123(a)(1).

**THE PROJECTED RECOVERIES SET FORTH IN THE TABLE BELOW  
ARE ESTIMATES ONLY AND ARE THEREFORE SUBJECT TO CHANGE.**

<b>Class/Designation</b>	<b>Combined Disclosure Statement and Plan Treatment</b>	<b>Estimated Amount of Claims</b>	<b>Status</b>	<b>Projected Recovery</b>
<b>Class 1:</b> Other Priority Claims	In full and final satisfaction of each Allowed Other Priority Claim, except to the extent that a Holder of an Allowed Other Priority Claim agrees to a less favorable treatment, each Holder thereof will receive payment in full in Cash.	\$0	Unimpaired/ Deemed to accept Combined Disclosure Statement and Plan	100%
<b>Class 2:</b> Other Secured Claims	In full and final satisfaction of each Allowed Other Secured Claim, except to the extent that a Holder of an Allowed Other Secured Claim agrees to less favorable treatment, each Holder thereof will receive at the option of the Debtors: (a) payment in full in Cash, payable on the later of the Effective Date and the date that is ten (10) Business Days after the date on which such Other Secured Claim becomes an Allowed Other Secured Claim, in each case, or as soon as reasonably practicable thereafter or (b) delivery of the collateral securing any such Claim.	\$0	Unimpaired/ Deemed to accept Combined Disclosure Statement and Plan	100%

<b>Class/Designation</b>	<b>Combined Disclosure Statement and Plan Treatment</b>	<b>Estimated Amount of Claims</b>	<b>Status</b>	<b>Projected Recovery</b>
<b>Class 3:</b> Prepetition Lender Claims	In full and final satisfaction of each Prepetition Lender Claim and, pursuant to Article VI.C and the terms of the Creditors' Committee Settlement, each DIP Lender Claim, each Holder of an Allowed Lender Claim shall receive its Pro Rata share of the Class 3 Liquidating Trust Interests.	Not less than \$17,727,918 in Allowed Lender Claims	Impaired / Entitled to Vote	Up to 1% or more of Allowed Lender Claims depending on trust funding and litigation recoveries
<b>Class 4:</b> General Unsecured Claims	In full and final satisfaction of each General Unsecured Claim, each Holder of an Allowed General Unsecured Claim shall receive its Pro Rata share of the Class 4 Liquidating Trust Interests.	\$20,000,000 <sup>2</sup>	Impaired / Entitled to Vote	Up to 1% or more depending on trust funding and litigation recoveries
<b>Class 5:</b> Subordinated Claims	Subordinated Claims will be cancelled, released, and extinguished as of the Effective Date, and will be of no further force or effect, and each Holder of a Subordinated Claim will not receive any distribution on account of such Subordinated Claim.	\$0	Impaired / Deemed to reject Combined Disclosure Statement and Plan	0%
<b>Class 6:</b> Intercompany Claims	Holders of Intercompany Claims shall not receive a distribution on account of such Intercompany Claims.	N/A	Impaired / Deemed to reject Combined Disclosure Statement and Plan	0%
<b>Class 7:</b> Interests in the Debtors	On the Effective Date, all Interests shall be deemed canceled, extinguished and of no further force or effect, and the Holders of Interests shall not be entitled to receive or retain any property on account of such Interest	N/A	Impaired / Deemed to reject Combined Disclosure Statement and Plan	0%

<sup>2</sup> This amount is based on the Debtors' schedules of assets and liabilities and does not include any contingent, unliquidated, and/or disputed claims set forth therein.

### ARTICLE III. BACKGROUND

The information in this Article III is provided in order to enable voting creditors to make an informed decision regarding rejection or approval of the Combined Disclosure Statement and Plan. By order entered on March 4, 2021, the Combined Disclosure Statement and Plan was approved on an interim basis by the Bankruptcy Court as containing “adequate information” within the meaning of section 1125 of the Bankruptcy Code. If you are a voting creditor and believe additional information is necessary for this purpose, please contact counsel for the Debtors<sup>3</sup> as soon as possible to request such information.

The Debtors will make reasonable efforts to comply with requests for additional information, and to make any such information available to all voting creditors by filing a supplement on the docket of the Chapter 11 Cases and posting it on the Claims Agent’s case website.<sup>4</sup>

#### A. Background and Procedural History

##### 1. The Debtors and their Business

Prior to the novel coronavirus (“COVID-19”) pandemic, the Debtors owned and operated over 100 fitness clubs (the “Clubs”) located in twelve states across the country and actively employed more than 3,200 employees, operating under the YouFit Health Clubs name. As explained below, due to COVID-19, the Debtors reduced their footprint to ten states, eighty-five Clubs, and approximately 1,600 employees as of the Petition Date.

Prior to the Sale, the Debtors’ primary sources of revenue were sales of gym memberships and sales of personal training services to their members. As of the Petition Date, the Debtors had approximately 360,000 members. For the twelve-month period ending December 31, 2019, the Debtors had total revenues of approximately \$135 million.

Beginning March 17, 2020, in accordance with local and state “stay-at-home” ordinances imposed in response to the spread of COVID-19, the Debtors began to suspend operations and ultimately closed all of their Clubs. While the Debtors have a small e-commerce business segment, selling activewear and athleisure apparel and accessories through its website, the foundation of the business is the provision of clean and comfortable environments with ample exercise machinery and equipment and helpful and knowledgeable staff and trainers at the Clubs.

Though the Debtors had to do their part to help slow the spread of COVID-19 and protect their members, staff, and communities, the current business model largely depends on members having physical access to the Clubs and staff. Accordingly, with state and local restrictions being lifted or otherwise eased in certain states in which the Debtors operate, the Debtors resumed in-

<sup>3</sup> Greenberg Traurig, LLP, 77 Wacker Drive, Chicago, Illinois 60601, Attn: Nicholas E. Ballen (ballenN@gtlaw.com), and Danny Duerdoth (duerdothd@gtlaw.com).

<sup>4</sup> [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc).

person operations at eighty-four of their eighty-five remaining Clubs and permanently closed all other Clubs. Like so many other businesses, however, the Debtors experienced a dramatic decrease in revenue due to the Club closures and suspended operations, resulting in an acute liquidity crunch.

## **B. Debtors' Prepetition Capital Structure**

As of the Petition Date, the Debtors had outstanding debt obligations in the aggregate principal amount of approximately \$110 million, consisting primarily of (a) not less than approximately \$87,965,901.34 in secured debt under a first lien senior secured credit facility, (b) approximately \$9.5 million owed to landlords, (c) approximately \$10 million owed with respect to the PPP Loan (as defined below) and (d) approximately \$2 million owed to vendors and other unsecured creditors.

### **1. The Prepetition Credit Agreement**

The Debtors are party to the Prepetition Credit Agreement by and among Debtor You Fit, LLC, and certain subsidiaries of Holdings, as borrowers, the Prepetition Guarantors, and the Prepetition Secured Parties. The proceeds of the Prepetition Credit Agreement were used to refinance the Debtors' prior secured debt and to finance capital expenditures for new Clubs opened in 2019.

As of the Petition Date, the Prepetition Loan Parties were indebted and liable for all Prepetition Secured Obligations to the Prepetition Secured Parties under the Prepetition Credit Documents in an amount not less than \$87,965,901.34.

The Prepetition Secured Obligations were secured by the security interests granted in those certain Collateral Documents (as defined in the Prepetition Credit Agreement) pursuant to which each Prepetition Loan Party granted to the Prepetition Agent, for the benefit of the Prepetition Secured Parties, to secure the Prepetition Secured Obligations, a first priority security interest in the Prepetition Collateral, which constitutes substantially all of each Prepetition Loan Party's assets.

### **2. Unsecured Debt**

As of the Petition Date, the Debtors estimated that they had approximately \$21.5 million in unsecured debt consisting primarily of \$9.5 million owed to various landlords, \$10 million owed to Bank of America, N.A. ("**BOA**") for the PPP Loan (as defined below), and \$2 million of trade debt owed to hundreds of vendors.

### **3. Equity Interests**

Holdings, a Delaware limited liability company is the direct and indirect corporate parent of all of the other Debtors. Non-Debtor YF Lime, LLC ("**YF Lime**") owns 100% of the authorized

and outstanding common units of Holdings, while non-Debtor YF-GEF Holdings, LLC (the “**Preferred Equity Member**”) owns 100% of the preferred units.<sup>5</sup>

### C. Events Leading Up to the Chapter 11 Case

#### 1. The Redemption Notice and the 2019 Marketing Process

After entering into the Prepetition Credit Agreement in the first quarter of 2019, on June 5, 2019, the Preferred Equity Member issued a redemption notice (the “**Redemption Notice**”) <sup>6</sup> to Holdings and YF Lime demanding the redemption of its interests by December 10, 2019. Based on the Redemption Notice, in October of 2019, Holdings retained Citigroup Global Markets Inc. (“**Citi**”) as its investment banker to solicit a purchaser for Holdings, and the Preferred Equity Member agreed to extend the redemption deadline pursuant to a tolling agreement.

Citi was still in the process of finalizing a confidential information memorandum on Holdings and had begun reaching out to strategic and financial investors regarding a potential transaction when COVID-19 began spreading in the United States. Due to the suspension of operations and closure of the Clubs, the Debtors and Citi did not have an opportunity to run a robust sale process. As part of the limited pre-petition marketing process, a single potential strategic buyer submitted a non-binding indication of interest, but that discussions regarding the indication of interest and the process did not result in an offer for the business or distinct assets of the business.

#### 2. Defaults Under the Prepetition Credit Agreement

The Debtors’ business suffered a greater-than-normal seasonal decline in the fourth quarter of 2019, leading to events of default under the Prepetition Credit Agreement for breaching certain of the financial covenants in addition to other non-monetary breaches.

Historically, the Debtors have recorded a significant portion of their new sales in the first month of a given calendar year. Based on historical sales, the Debtors anticipated returning to covenant compliance in the first quarter of 2020. Unfortunately, these anticipated sales did not materialize as the world began to grapple with the then-emerging COVID-19 pandemic. The potential strategic buyer withdrew its indication of interest citing the uncertainty created by the COVID-19 crisis.

---

<sup>5</sup> Holdings’ membership interests also include profits interest units; the holders of such membership interests include four (4) current employees of the Debtors’ management team and eight (8) former employees. As stated in the *Motion of the Debtors for Entry of an Order (A) Authorizing Debtors to Pay (I) All Prepetition Employee Obligations, and (II) Prepetition Withholding Obligations and (B) Authorizing Banks to Honor Related Transfers* [Docket No. 7], as compensation for their service, the four (4) current employees receive guaranteed payments, akin to traditional wages, on account of their profits interest unit holdings; the amount of the payments is not contingent on the operations of the Debtors.

<sup>6</sup> Under the applicable agreements, service of the Redemption Notice initiated various procedures to determine in good faith the fair market value of the distributions on the Preferred Units in excess of the Preferred Unreturned Contributions and the Unpaid Preferred Return.



Due to the acute liquidity issues created by the unprecedented decline in sales and the limited interest from strategic purchasers, the Debtors engaged in good faith negotiations with the Prepetition Lenders and other stakeholders to address their deteriorating financial condition.

In connection with these negotiations, Brian Gleason was retained as the Chief Restructuring Officer (“**CRO**”) and worked with other professionals to formulate strategic options for the Debtors. Around the same time, Pamela B. Corrie, was appointed as an independent manager (in such capacity, the “**Independent Manager**”) of the YouFit entities.<sup>7</sup>

### 3. Amendments to the Prepetition Credit Agreement and Entry into the PPP Loan

Following the appointments of the CRO and the Independent Manager, Holdings actively negotiated with the Prepetition Lenders, equity holders and other stakeholders to obtain additional liquidity and concessions as Holdings formulated a response to its deteriorating financial condition. As a result of these negotiations, on June 10, 2020, the Debtors, the Prepetition Lenders and the Prepetition Agent entered into that certain Forbearance Agreement and First Amendment to Credit Agreement (the “**Forbearance Agreement and First Amendment**”).

Further to the negotiations and entry into the Forbearance Agreement and First Amendment, the Preferred Equity Member and YF Lime agreed to certain modifications with respect to Holdings’ corporate governance whereby YF Lime granted the Independent Manager with a majority of the voting power of the Debtors’ board of managers (the “**Board**”), and the then-existing managers, other than the Independent Manager, subsequently resigned from the Board. Accordingly, subject to certain consent rights held by the Preferred Equity Member, the Independent Manager is empowered with, and has been exercising, the decision-making authority on behalf of Holdings and the other Debtors.

In connection with the Forbearance Agreement and First Amendment, Holdings applied for and received an unsecured loan in the amount of \$10 million from BOA (the “**PPP Loan**”) pursuant to the Paycheck Protection Program under the Coronavirus Aid, Relief, and Economic Security Act (the “**CARES Act**”), which was approved by the Small Business Administration (“**SBA**”). Subject to prepayment or forgiveness, the PPP Loan will mature in or around October 2026 and bears interest at a rate of 1.0% per annum. Principal and interest are payable monthly beginning in or around October 2021 and may be prepaid at any time prior to maturity with no prepayment penalties.<sup>8</sup>

---

<sup>7</sup> With respect to Debtor South Florida Health and Fitness, Inc., Ms. Corrie serves as the sole director.

<sup>8</sup> Under the terms of the CARES Act, PPP Loan recipients can apply for and be granted forgiveness for all or a portion of the loan. Such forgiveness will be determined, subject to limitations, based on the use of loan proceeds for payment of payroll costs and any covered payments of mortgage interest, rent, and utilities. In the event the loan, or any portion thereof, is forgiven, the amount forgiven is applied to outstanding principal. Holdings has used the proceeds of the PPP Loan to maintain payroll and make lease, rent and utility payments. Without the PPP Loan, the Debtors would have been forced to further reduce the number of employees. As of the Petition Date, \$10 million remains outstanding under the PPP Loan. See section V.H.1 below for risk factors related to forgiveness of the PPP Loan.

In addition, the Forbearance Agreement and First Amendment, which, among other things, amended certain provisions of the Prepetition Credit Agreement, provided commitments by the Prepetition Lenders for up to an additional \$10.35 million in liquidity. Between executing the Forbearance Agreement and First Amendment, and the Petition Date, the Debtors borrowed \$3 million from the Prepetition Lenders.

The additional funds provided under the PPP Loan and by the Prepetition Lenders provided sufficient liquidity for Holdings to pursue an operational turnaround, permit Holdings to attempt to restructure its balance sheet out-of-court and to investigate various methods to maximize value for Holdings' stakeholders. As part of these efforts, Holdings (a) actively renegotiated with its landlords and, to date, has obtained renegotiated rent terms for over 35% of its leases, (b) conducted closures of nearly twenty (20) underperforming Clubs, (c) reduced operating expenses by 29% from the same time as 2019 and (d) retained FocalPoint Securities, LLC ("**FocalPoint**") as its investment banker to investigate various methods to maximize value for Holdings' stakeholders.

#### 4. COVID-19 Related Measures and Resulting Litigation

As discussed in the Debtors' motion requesting relief to, *inter alia*, continue using its existing cash management system [Docket No. 15], the Debtors, like many of their competitors, typically collect membership fees on a monthly basis through their billing agent ABC Financial Services, LLC (the "**Billing Agent**"), a third-party payment processor that drafts the applicable membership dues from a member's bank account or credit card. The Debtors' member policies and/or agreements allow members to freeze or suspend their memberships for up to three (3) consecutive months twice in any calendar year. If a member seeks to freeze his or her membership for any reason other than a medical condition or military deployment, Holdings typically charges a fee for each month the membership is frozen.

In April of 2020, following the Club closures due to COVID-19, the Debtors posted a *frequently asked questions* page (the "**FAQ**") to their website providing answers to certain questions regarding Club operations and membership fees during the closure.<sup>9</sup> Through the FAQ, the Debtors advised members how to freeze or otherwise cancel memberships, as needed. The Debtors offered to waive the fee for freezing memberships during the closures and provided alternative means of contacting the Debtors in order to accomplish membership modifications.

The FAQ also noted that membership fees were continuing to be automatically drafted and encouraged members to contact the Debtors to adjust membership billing, if the member so desired. In addition, the FAQ provided that members who continued to be charged during the closure would, if requested, be eligible upon a Club's reopening for a credit for lost time.

Notwithstanding the measures implemented by the Debtors as promptly as possible in light of the developments of the unprecedented COVID-19 pandemic, the Debtors were subject to complaints filed with Attorneys General, primarily of the states of Arizona and Florida. As they

---

<sup>9</sup> See *YouFit COVID-19 FAQ*, published around April 21, 2020, updated on June 4, 2020, available at <https://www.youfit.com/blog/covid-faq/>.

have become aware of such complaints, the Debtors' management, with the assistance of counsel, have worked with the Attorneys General, as well as the Debtors' staff, to address concerns raised by the Attorneys General. As of the date hereof, the Debtors believe that they have resolved the complaints and all related issues raised by the Attorneys General. Additionally, three (3) putative class-action lawsuits were filed regarding the Debtors' billing practices by members or former members prior to the Petition Date. At the time of the commencement of these Chapter 11 Cases, each of the cases was in the early stages of litigation and no classes had been certified. All three (3) of the putative class-action lawsuits were stayed as of the Petition Date.

As set forth in the Supplemental Sale Order, the Debtors and the Buyer reached a resolution with one of the putative class action plaintiffs, Jason Blank, on his own behalf and on behalf of any other party for whom he was, as putative class action plaintiff, entitled to assert such claims (the "**Blank Resolution**"), with an eye to being inclusive of all similarly situated current and former members, regardless of whether they fit within the scope of the Blank Action. The Blank Resolution provides for the following:

- After Closing, the Buyer will make available to current and former members the Membership Promotion (as defined in the Supplemental Sale Order) by either (a) sending notice of the Member Promotion by electronic mail to the current and former members for whom the Buyers have electronic mail addresses, (b) posting notice of the Member Promotion in each of the Buyer's open club locations, (c) posting notice of the Member Promotion on the Buyer's website, or (d) by mail to the current and former members.
- At the Closing, the Buyer will pay \$125,000 to counsel for Blank. Within five (5) days after receipt of payment, Blank will dismiss with prejudice the Blank Action.
- All objections filed by Blank in these Chapter 11 Cases will be withdrawn with prejudice on his own behalf and on behalf of any other party on whose behalf he was or is, as putative class action plaintiff, entitled to assert such objections, and the transfer of the Acquired Membership Assets (as defined below) shall be free and clear of all Claims and Liens of Blank, on his own behalf and on behalf of any other party on whose behalf he was or is, as putative class action plaintiff, entitled to assert such objections.

##### 5. The 2020 Marketing Process

Notwithstanding the incremental liquidity and the operational improvements implemented, the prolonged Club closures and changing consumer habits – with many individuals continuing to refrain from frequenting public places such as fitness centers – the Debtors made the decision to seek a buyer or financial partner to help sustain the going-concern value of the business. In June 2020, FocalPoint, with the assistance of the Debtors' management and other professional advisors, commenced marketing efforts to locate a potential purchaser for the Debtors.

As part of this prepetition marketing process, FocalPoint assisted the Debtors in: (a) preparing and negotiating confidentiality agreements for prospective purchasers; (b) preparing

detailed information about the Debtors' business, operations and financial condition; (c) identifying and contacting potential purchasers; (d) establishing a data room for due diligence to be conducted by prospective purchasers; (e) drafting a "teaser" describing the transaction; (f) drafting a confidential information memorandum describing the transaction; (g) evaluating proposals from prospective purchasers; and (h) negotiating a stalking horse offer.

During the prepetition marketing period, FocalPoint contacted over 100 potential investors/buyers. Of those contacted, fifty-one parties executed confidentiality agreements and were given operational, organizational and financial information on the Debtors. Of those parties that executed confidentiality agreements, twenty-six engaged in follow-up diligence calls. The Debtors received non-binding indications of interest from five (5) parties interested in pursuing a transaction.

#### **D. The Debtors' Bankruptcy Filings and "First-Day" Relief**

On the Petition Date, each of the Debtors filed a voluntary chapter 11 bankruptcy petition. Also on the Petition Date, the Debtors filed a number of motions and applications seeking customary relief intended to facilitate a smooth transition for the Debtors into the Chapter 11 Cases and to minimize disruptions to the Debtors' business operations (the "**First-Day Motions**"), namely:

- a motion for authority to jointly administer the Debtors' Chapter 11 Cases [Docket No. 2];
- an application to retain Donlin, Recano & Company, Inc. ("**Donlin Recano**") as the Debtors' official claims and noticing agent [Docket No. 3];
- a motion for authority to (a) pay prepetition taxes and in the ordinary course of business and (b) have banks and financial institutions honor and process checks and transfers [Docket No. 5];
- a motion for authority to maintain existing Insurance Policies, pay all premiums, and renew or enter into new policies [Docket No. 6];
- a motion to continue (a) honoring prepetition obligations to customers and (b) customer programs in the ordinary course of business [Docket No. 7]
- a motion for authority to honor prepetition employee wage and withholding obligations [Docket No. 8];
- a motion prohibiting utility providers from discontinuing, altering, or refusing services and other related relief [Docket No. 9];
- a motion for approval of debtor-in-possession financing from the DIP Lenders and authority to use cash collateral [Docket No. 10]; and

- a motion for authority to continue using the Debtors' prepetition bank accounts and business forms and to waive certain investment and deposit guidelines [Docket No. 15].

The Bankruptcy Court held hearings on November 10, 2020 and December 3, 2020 to consider the relief requested in the First Day Motions. The Bankruptcy Court granted each First Day Motion, several of which were first granted on interim basis then on a final basis. [Docket Nos. 37, 39, 40-41, 47, 49, 54-56, 193-94, 228, and 231].

#### **E. "Second-Day" Relief**

On or shortly after the Petition Date, the Debtors also filed a number of "second-day" motions and applications for retention of professionals including:

- a motion to establish interim procedures for compensation and reimbursement of expenses of professionals [Docket No. 75], which was granted by the Bankruptcy Court [Docket No. 202].
- a motion for authority to pay non-bankruptcy professionals and advisors without formal retention [Docket No. 77], which was granted by the Bankruptcy Court [Docket No. 201];
- an application to retain Red Banyan, LLC to act as the Debtors' communications consultant [Docket No. 78], which was granted by the Bankruptcy Court [Docket No. 197];
- an application to retain Hilco Real Estate, LLC to act as the Debtors' real estate and lease advisor [Docket No. 79], which was granted by the Bankruptcy Court [Docket No. 196];
- a motion for authority to retain Phoenix Executive Services, LLC to provide the Debtors with a CRO and designating Brian Gleason as CRO [Docket No. 80], which was granted by the Bankruptcy Court [Docket No. 195];
- an application to retain FocalPoint to act as the Debtors' investment banker [Docket No. 81], which was granted by the Bankruptcy Court [Docket No. 200];
- an application to retain Donlin Recano to act as the Debtors' administrative agent [Docket No. 82], which was granted by the Bankruptcy Court [Docket No. 198]; and
- an application to retain Greenberg Traurig, LLP as counsel for the Debtors [Docket No. 83], which was granted by the Bankruptcy Court [Docket No. 226].

#### **F. DIP Credit Facility**

Recognizing their need for liquidity, the Debtors, with the assistance of their professionals, including their counsel, and FocalPoint, initiated an arm's-length process and careful evaluation of the available alternatives. Specifically, and in the face of insufficient cash-on-hand, the Debtors and their advisors determined that the Debtors would require postpetition financing to support their operational needs and chapter 11 activities. The Debtors also determined that negotiating a

financing facility with the Prepetition Secured Parties was the most cost effective and expedient way to secure sufficient funding during the Chapter 11 Cases.

On the Petition Date, the Debtors filed a motion seeking approval to obtain debtor in possession financing in the amount of up to \$31,795,518.00 and authorization to use cash collateral [Docket No. 10]. On November 10, 2020, the Bankruptcy Court granted the motion on an interim basis, which allowed the Debtors to immediately borrow \$3,500,000 under the DIP Credit Facility. On December 4, 2020, the Bankruptcy Court granted the motion on a final basis, which allowed the Debtors to borrow the full amount under the DIP Credit Facility [Docket No. 231]. On December 29, 2020 the Bankruptcy Court entered an order [Docket No. 568] extending to January 15, 2021 the maturity date and certain sale-related milestones under the DIP Credit Facility. On January 15, 2021, the Bankruptcy Court entered an order [Docket No. 656] extending to January 31, 2021 the same dates and milestones.

Under the terms of the DIP Credit Agreement, the DIP Credit Facility rolled up outstanding debt under the Prepetition Credit Agreement in the amount of \$21,197,012.00, which was calculated on a 2:1 basis (i.e. two times the amount of postpetition financing offered under the DIP Credit Facility). The Prepetition Lenders would not otherwise consent to the use of their Cash Collateral or the subordination of their Liens to the Liens of the DIP Lenders, and the DIP Agent and the DIP Lenders would not provide the DIP Credit Facility or extend credit to the Debtors thereunder, without the inclusion of the roll up.

#### **G. Sale of Substantially all of the Debtors' Assets**

As noted above, the Debtors engaged in a lengthy prepetition marketing process for the sale of substantially all of the Debtors' assets. The prepetition process culminated with the Debtors' entry on the Petition Date into the Asset Purchase Agreement with YF FC Acquisition, LLC, an acquisition vehicle created by the Prepetition Lenders and DIP Lenders, (in such capacity, the "**Buyer**"), as the stalking horse bidder for the sale of substantially all of their assets. The APA contemplated a purchase price for the Acquired Assets (as defined in the APA) of not less than \$75,000,000.00, consisting of (i) a credit bid or an assumption of up to the full amount owing under the DIP Credit Facility, (ii) a credit bid or an assumption of up to the full amount owing under the Prepetition Credit Agreement, and (iii) the assumption of certain liabilities, as set forth in the APA.

Accordingly, on the Petition Date, the Debtors filed a motion [Docket No. 17] for approval of (i) bidding procedures in connection with the sale of substantially all of the Debtors' assets, and (ii) the sale of such assets to the Buyer or other successful bidder.

On November 23, 2020, the Bankruptcy Court entered an order, among other things, (i) approving certain bidding procedures relating to the sale of the Debtors' assets, (ii) scheduling a hearing on December 23, 2020 to consider approval of a proposed sale of the Debtors' assets (the "**Sale Hearing**"), and (iii) approving the form and manner of notice of the Sale, auction, and the Sale Hearing (the "**Bidding Procedures Order**") [Docket No. 136]. The Bidding Procedures Order fixed December 15, 2020 at 12:00 p.m. (prevailing Eastern Time) as the deadline for the submission of bids for the Debtors' assets.

In accordance with the Bidding Procedures Order, on December 15, 2020, the Debtors filed a notice indicating that: (i) the Debtors did not receive any Qualified Bids (as defined in the Bidding Procedures Order) by the bid deadline; (ii) the auction was cancelled; and (iii) the Debtors designated the Buyer as the Successful Bidder (as defined in the Bidding Procedures Order) [Docket No. 521].

On December 28, 2020, the Bankruptcy Court entered the Sale Order. On February 9, 2021, the Bankruptcy Court entered the Supplemental Sale Order. The Debtors consummated the Sale on February 18, 2021 (the “**Closing Date**”). As of the Closing Date, and in accordance with the terms of the Creditors’ Committee Settlement, the Buyer credit bid and/or assumed obligations under the DIP Credit Facility and the Prepetition Credit Agreement in the aggregate amount of \$85,000,000. The Buyer is in the process of finalizing the allocation of such credit bid/assumption of debt between the DIP Lender Claims and the Prepetition Lender Claims. Accordingly, the allocation of the Lender Claims Allowed Amount between the DIP Lender Claims and the Prepetition Lender Claims has not yet been finalized.

Pursuant to the Supplemental Sale Order, the Acquired Assets were sold free and clear of all liens, claims, encumbrances, and other interests and included:

- (i) the Debtors’ customer lists, customer files, customer accounts, membership agreements, all member, customer and end-user data and information (including lists of members, personally identifiable information of members, and any other information related to membership of the Debtors), and customer purchases or services provided to members or customers (collectively, the “**Membership Assets**”), but excluding the Excluded Membership Assets (as defined in the Supplemental Sale Order); and
- (ii) all claims, rights, credits, causes of action (including any commercial tort claims), defenses and rights of set-off of any type of any Seller, including D&O Causes of Action, and any proceeds of, or property and interests recovered in respect of, and the right to control, all claims, counterclaims, causes of action and defenses of any Seller, including all causes of action pursuant to chapter 5 of the Bankruptcy Code or similar state laws, and all claims arising under or in connection with director and officer insurance policies, non-disclosure, confidentiality, non-compete, and/or non-solicitation agreements, and all proceeds of the foregoing, in each case whether or not the Buyer chooses to settle, dismiss, prosecute, defend or otherwise pursue or resolve such claims, rights, credits, causes of action, defenses and/or rights of set-off, as set forth in section 2.1(p) of the APA (the “**Acquired Causes of Action**”).

## **H. Formation of a Creditors’ Committee**

On November 18, 2020, the U.S. Trustee appointed the Creditors’ Committee [Docket No. 101]. The Creditors’ Committee is currently comprised of: Gator Flower Mount, LLC; DF Lexington Properties, LLC; Hulen Pointe Retail, LLC; Westwood Plaza, LLC; and Jason Blank.

The Creditors' Committee retained Berger Singerman LLP and Pachulski Stang Ziehl & Jones LLP [Docket Nos. 579 and 589] as its legal counsel and Dundon Advisers LLC as its financial advisor [Docket No. 580].

#### **I. Schedules and Statements and 341 Meeting**

On December 7, 2020 and December 8, 2020, the Debtors filed their schedules of assets and liabilities and statements of financial affairs (collectively, the “**Schedules and Statements**”). If you would like to view the Schedules and Statements, you may do so by visiting: <https://www.donlinrecano.com/Clients/yfhc/Index>.

On December 17, 2020, the U.S. Trustee conducted a telephonic meeting of creditors (the “**341 Meeting**”) at which the U.S. Trustee and creditors had the opportunity to question the Debtors under oath concerning the Debtors' acts, conduct, property, and the administration of the Chapter 11 Cases.

#### **J. Omnibus Rejections of Executory Contracts including Unexpired Leases of Nonresidential Real Property**

To date, the Debtors have filed three omnibus motions seeking court approval to reject certain executory contracts including leases of nonresidential real property [Docket Nos. 28, 565, and 753]. The Bankruptcy Court has approved each omnibus motion [Docket Nos. 232, 663, and 780]. In total, the Debtors have rejected sixty-six leases of nonresidential real property.

#### **K. Sale of De Minimis Assets**

On December 30, 2020, the Bankruptcy Court entered an order that authorized the Debtors to sell and abandon *de minimis* assets, subject to certain conditions and procedures, without the need for a hearing [Docket No. 569]. Since then, the Debtors have proposed three *de minimis* asset sales [Docket Nos. 567 and 584], and the Bankruptcy Court has approved each *de minimis* asset sale [Docket Nos. 578 and 639].

#### **L. Claim Bar Dates**

On January 11, 2021, the Debtors filed a motion seeking to set deadlines for filing proofs of claim on an expedited basis [Docket No. 622]. On January 20, 2021, the Bankruptcy Court entered an order approving the motion [Docket No. 671] and set the following bar dates:

*General Bar Date:* **February 22, 2021, at 4:00 p.m. (prevailing Eastern Time)**. The General Bar Date is the last date for persons or entities, other than Governmental Units, to file Proofs of Claim against the Debtors on account of Claims arising, or deemed to have arisen, prior to the Petition Date, including, for the avoidance of doubt, claims arising under section 503(b)(9) of the Bankruptcy Code.

*Government Bar Date:* **May 10, 2021 at 4:00 p.m. (prevailing Eastern Time)**. The Government Bar Date is the last date for Governmental Units, as defined in section 101(27) of the Bankruptcy Code, to file Proofs of Claim against the Debtors on account of claims arising, or



deemed to have arisen, prior to the Petition Date.

In addition, the Solicitation Procedures Order set the Initial Administrative Claims Bar Date for **April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)**.

#### **M. Creditors' Committee Settlement**

Prior to the Sale Hearing, the Creditors' Committee provided to the Debtors and the Buyer its draft objection to the Sale. Following discussions among the Creditors' Committee, the Debtors, and the Buyer, the informal objection of the Creditors' Committee was resolved through the Creditors' Committee Settlement, reflected in the Sale Order and stated on the record at the Sale Hearing.

The Creditors' Committee Settlement provides for the following terms:

**Creditors' Committee's Support of the Sale.** The Creditors' Committee agreed to support the Sale to the Buyer pursuant to the APA.

**Lender Claims Amount.** The Lenders agreed that the Lender Claims are no more than \$23,500,000. Lenders agreed to increase to \$85,000,000 the total amount of Lender Claims that the Buyer would credit bid or assume in connection with the Sale.

**Expiration of the Challenge Period.** Upon entry of the Sale Order, the deadline by which any party in interest (including the Creditors' Committee) could challenge the Liens and Claims of the Prepetition Lenders expired.

**Certain Avoidance Actions.** Without limiting the Acquired Assets in the APA, all Acquired Causes of Action constitute Acquired Assets including: (a) all Avoidance Actions (other than the Liquidating Trust Claims) and (b) D&O Causes of Action (including Claims against Rick Berks, Christy Berks Stross, Melissa Berks Muniz, Melinda Berks and their other family members other than the West Central Avoidance Action as and to the extent set forth in the Committee Objection Resolution (as defined in the Sale Order)), and (c) the proceeds of the Assets described in clauses (a) and (b).

- The Buyer agreed to not prosecute Avoidance Actions against trade vendors and lessors.
- The Prepetition Lenders have no obligation to prosecute any Claims or assert any rights whatsoever.

**Prepetition Lender Support of the Combined Disclosure Statement and Plan.** The Prepetition Lenders support the Combined Disclosure Statement and Plan so long as it: (a) treats the Prepetition Lender Claims in accordance with the Bankruptcy Code, (b) releases all Prepetition Lender Parties and their advisors, and (c) is consistent with the Creditors' Committee Settlement.

**Amendments to the Approved Budget.** The Approved Budget was amended to increase the Wind Down Amount and the amount allocated to payment of Professional Fee Claims of the Creditors' Committee's Professionals. In addition, funds allocated to Professionals of the

Creditors' Committee and Debtors can be used for, among other things, drafting, filing, and implementing the Combined Disclosure Statement and Plan. Any leftover funds from the above-stated line items in the Approved Budget, after payment of Priority Claims and Administrative Claims, will be used to fund the Liquidating Trust.

**Establishment of the Liquidating Trust.** As provided in further detail in Article X hereof, the Combined Disclosure Statement and Plan establishes the Liquidating Trust to be controlled by the Creditors' Committee. On the Effective Date, the Debtors will transfer the Liquidating Trust Assets including Liquidating Trust Claims to the Liquidating Trust. The Creditors' Committee, the Debtors, and the Lenders agree to the Liquidating Trust Proceeds Waterfall.

**Failure to Confirm.** In the event the Combined Disclosure Statement and Plan is not confirmed and the Chapter 11 Cases are dismissed or converted, the Liquidating Trust Claims will automatically revert to the Buyer as an Acquired Asset with no obligation to any other party.

#### **ARTICLE IV. CONFIRMATION AND VOTING PROCEDURES**

##### **A. Confirmation Procedures**

On March 4, 2021, the Bankruptcy Court entered the Solicitation Procedures Order [Docket No. 801]. Among other things, the Solicitation Procedures Order, approved the adequacy of disclosures in the Combined Disclosure Statement and Plan on an interim basis and set certain deadlines for the solicitation of the Combined Disclosure Statement and Plan, voting on the Combined Disclosure Statement and Plan, filing objections to the Combined Disclosure Statement and Plan and a hearing to consider approval of the Combined Disclosure Statement and Plan. The Combined Hearing has been scheduled for April 22, 2021 at 10:30 a.m. (prevailing Eastern Time) to consider (a) final approval of the Combined Disclosure Statement and Plan as providing adequate information pursuant to section 1125 of the Bankruptcy Code and (b) Confirmation of the Combined Disclosure Statement and Plan pursuant to section 1129 of the Bankruptcy Code. The Combined Hearing may be adjourned from time to time by the Debtors without further notice, except for an announcement of the adjourned date made at the Combined Hearing or by Filing a notice with the Bankruptcy Court.

##### **B. Procedures for Objection**

Any objection to final approval of the Combined Disclosure Statement and Plan as providing adequate information pursuant to section 1125 of the Bankruptcy Code and/or confirmation of the Combined Disclosure Statement and Plan must be made in writing and Filed with the Bankruptcy Court and served on the following parties so as to be actually received on or before April 12, 2021 at 4:00 p.m. (prevailing Eastern Time) upon: (i) counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com)) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), Nicholas E. Ballen (ballenn@gtlaw.com), and Danny Duerdoth

(duerdothd@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, (Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov)); (iii) counsel for the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, (Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com)), (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, (Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com)), and (c) Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, (Attn: Joshua Spencer (joshua.spencer@hkllaw.com), Phillip W. Nelson (phillip.nelson@hkllaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hkllaw.com)); and (iv) counsel for the Creditors' Committee: Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)).

### **C. Requirements for Confirmation**

Among the requirements for confirmation of a plan pursuant to section 1129 of the Bankruptcy Code are: (1) the plan is accepted by all impaired classes of claims, or if rejected by an impaired class, the plan (a) is accepted by at least one impaired class and (b) “does not discriminate unfairly” and is “fair and equitable” as to the rejecting impaired class(es); (2) the plan is feasible; and (3) the plan is in the “best interests” of holders of claims or interests.

At the Combined Hearing, the Bankruptcy Court will determine whether the Combined Disclosure Statement and Plan satisfies all of the requirements of section 1129 of the Bankruptcy Code. The Debtors believe that: (1) the Combined Disclosure Statement and Plan satisfies, or will satisfy, all of the necessary statutory requirements of chapter 11 for plan confirmation; (2) the Debtors have complied, or will have complied, with all of the necessary requirements of chapter 11 for plan confirmation; and (3) the Combined Disclosure Statement and Plan has been proposed in good faith.

### **D. Classification of Claims and Interests**

Bankruptcy Code section 1123 provides that a plan must classify the claims and interests of a debtor's creditors and equity interest holders. In accordance with Bankruptcy Code section 1123, the Combined Disclosure Statement and Plan divides Claims and Interests into Classes and sets forth the treatment for each Class (other than those claims which pursuant to Bankruptcy Code section 1123(a)(1) need not be and have not been classified). The Debtors also are required, under Bankruptcy Code section 1122, to classify Claims and Interests into Classes that contain Claims or Interests that are substantially similar to the other Claims or Interests in such Class.

The Bankruptcy Code also requires that a plan provide the same treatment for each claim or interest of a particular class unless the claim holder or interest holder agrees to a less favorable treatment of its claim or interest. The Debtors believe that the Combined Disclosure Statement and Plan complies with such standard. If the Bankruptcy Court finds otherwise, however, it could deny confirmation of the Combined Disclosure Statement and Plan if the Holders of Claims or

Interests affected do not consent to the treatment afforded them under the Combined Disclosure Statement and Plan.

A claim or interest is placed in a particular class only to the extent that the claim or interest falls within the description of that class and is classified in other classes to the extent that any portion of the claim or interest falls within the description of such other classes. A claim also is placed in a particular class for the purpose of receiving distributions pursuant to a plan only to the extent that such claim is an allowed claim in that class and such claim has not been paid, released, or otherwise settled prior to the effective date.

The Debtors believe that the Combined Disclosure Statement and Plan has classified all Claims and Interests in compliance with the provisions of Bankruptcy Code section 1122 and applicable case law. It is possible that a Holder of a Claim or Interest may challenge the Debtors' classification of Claims or Interests and that the Bankruptcy Court may find that a different classification is required for the Combined Disclosure Statement and Plan to be confirmed. If such a situation develops, the Debtors intend, in accordance with the terms of the Combined Disclosure Statement and Plan, to make such permissible modifications to the Combined Disclosure Statement and Plan as may be necessary to permit its confirmation. Any such reclassification could adversely affect Holders of Claims by changing the composition of one or more Classes and the vote required of such Class or Classes for approval of the Combined Disclosure Statement and Plan.

**EXCEPT AS SET FORTH IN THE COMBINED DISCLOSURE STATEMENT AND PLAN, UNLESS SUCH MODIFICATION OF CLASSIFICATION MATERIALLY ADVERSELY AFFECTS THE TREATMENT OF A HOLDER OF A CLAIM AND REQUIRES RE-SOLICITATION, ACCEPTANCE OF THE COMBINED DISCLOSURE STATEMENT AND PLAN BY ANY HOLDER OF A CLAIM PURSUANT TO THIS SOLICITATION WILL BE DEEMED TO BE A CONSENT TO THE COMBINED DISCLOSURE STATEMENT AND PLAN'S TREATMENT OF SUCH HOLDER OF A CLAIM REGARDLESS OF THE CLASS AS TO WHICH SUCH HOLDER ULTIMATELY IS DEEMED TO BE A MEMBER.**

The amount of any Impaired Claim that ultimately is Allowed by the Bankruptcy Court may vary from any estimated Allowed amount of such Claim and, accordingly, the total Claims that are ultimately Allowed by the Bankruptcy Court with respect to each Impaired Class of Claims may also vary from any estimates contained herein with respect to the aggregate Claims in any Impaired Class. Thus, the actual recovery ultimately received by a particular Holder of an Allowed Claim may be adversely or favorably affected by the aggregate amount of Claims Allowed in the applicable Class.

The classification of Claims and Interests and the nature of distributions to members of each Class are summarized herein. The Debtors believe that the consideration, if any, provided under the Combined Disclosure Statement and Plan to Holders of Claims reflects an appropriate resolution of their Claims taking into account the differing nature and priority (including applicable contractual subordination) of such Claims and Interests. The Bankruptcy Court must find,

however, that a number of statutory tests are met before it may confirm the Combined Disclosure Statement and Plan. Many of these tests are designed to protect the interests of holders of claims or interests who are not entitled to vote on a plan, or do not vote to accept a plan, but who will be bound by the provisions of a plan if it is confirmed by a bankruptcy court.

#### **E. Impaired Claims or Interests**

Pursuant to the provisions of the Bankruptcy Code, only classes of claims or interests that are “impaired” (as defined in Bankruptcy Code section 1124) under a plan may vote to accept or reject such plan. Generally, a claim or interest is impaired under a plan if the holder’s legal, equitable, or contractual rights are changed under such plan. In addition, if the holders of claims or interests in an impaired class do not receive or retain any property under a plan on account of such claims or interests, such impaired class is deemed to have rejected such plan under Bankruptcy Code section 1126(g) and, therefore, such holders are not entitled to vote on such plan.

Holders of Claims in Classes 3 and 4 are Impaired and are entitled to vote on the Combined Disclosure Statement and Plan. Holders of Claims or Interests in Classes 5 through 7 are Impaired and will not receive or retain any property on account of such Claims or Interests and, therefore, are not entitled to vote on and are deemed to reject the Combined Disclosure Statement and Plan. Holders of Claims in Classes 1 and 2 are Unimpaired and, therefore, not entitled to vote and are deemed to accept the Combined Disclosure Statement and Plan.

**ACCORDINGLY, A BALLOT FOR ACCEPTANCE OR REJECTION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN IS BEING PROVIDED ONLY TO HOLDERS OF CLAIMS IN CLASSES 3 AND 4.**

#### **F. The Debtor Release, Exculpation, and Injunction Provisions.**

Under applicable law, a release provided by a debtor is appropriate where: (a) there is an identity of interest between the debtor and the third party, such that a suit against the released non-debtor party is, at core, a suit against the debtor or will deplete assets of the estate; (b) there is a substantial contribution by the non-debtor of assets to the reorganization; (c) the injunction is essential to the reorganization; (d) there is overwhelming creditor support for the injunction; and (e) the chapter 11 plan will pay all or substantially all of the claims affected by the injunction. *In re Indianapolis Downs, LLC*, 486 B.R. 286, 303 (Bankr. D. Del. 2013). Importantly, these factors are “neither exclusive nor are they a list of conjunctive requirements,” but “[i]nstead, they are helpful in weighing the equities of the particular case after a fact-specific review.” *Id.* In addition, exculpation is appropriate where it applies to estate fiduciaries. *Id.* at 306. Finally, an injunction is appropriate where it is necessary to the reorganization and fair pursuant to section 105(a) of the Bankruptcy Code. *In re W.R. Grace & Co.*, 475 B.R. 34, 107 (D. Del. 2012). In addition, approval of the releases, exculpations, and injunctions for each of the Released Parties and each Exculpated Party as part of confirmation of the Combined Disclosure Statement and Plan will be limited to the extent such releases, exculpations, and injunctions are permitted by applicable law.

The Debtors believe that the releases, exculpations, and injunctions set forth in the Combined Disclosure Statement and Plan are appropriate because, among other things, the releases

are narrowly tailored to the Debtors' Chapter 11 Cases, and each of the Released Parties has contributed value to the Debtors and aided in the sale process, which facilitated the Debtors' ability to propose and pursue confirmation. The Debtors believe that each of the Released Parties has played an integral role in formulating the Combined Disclosure Statement and Plan and has expended significant time and resources analyzing and negotiating the issues presented by the Debtors' prepetition capital structure. The Debtors further believe that such releases, exculpations, and injunctions are a necessary part of the Combined Disclosure Statement and Plan. The Debtors will be prepared to meet their burden to establish the basis for the releases, exculpations, and injunctions for each of the Released Parties and each Exculpated Party as part of confirming the Combined Disclosure Statement and Plan.

#### **G. Best Interests of Creditors and Liquidation Analysis**

Even if a plan is accepted by the holders of each class of claims and interests, the Bankruptcy Code requires a bankruptcy court to determine that such plan is in the best interests of all holders of claims or interests that are impaired by that plan and that have not accepted such plan. The "best interests" test, as set forth in Bankruptcy Code section 1129(a)(7), requires a bankruptcy court to find either that all members of an impaired class of claims or interests have accepted a plan or that a plan will provide a member who has not accepted a plan with a recovery of property of a value, as of the effective date of a plan, that is not less than the amount that such holder would recover if the debtor were liquidated under chapter 7 of the Bankruptcy Code.

To calculate the probable distribution to holders of each impaired class of claims and interests if the debtor was liquidated under chapter 7, a bankruptcy court must first determine the aggregate dollar amount that would be generated from a debtor's assets if its chapter 11 cases were converted to cases under chapter 7 of the Bankruptcy Code. To determine if a plan is in the best interests of each impaired class, the present value of the distributions from the proceeds of a liquidation of the debtor's unencumbered assets and properties, after subtracting the amounts attributable to the costs, expenses and administrative claims associated with a chapter 7 liquidation, must be compared with the value offered to such impaired classes under a plan. If the hypothetical liquidation distribution to holders of claims or interests in any impaired class is greater than the distributions to be received by such parties under a plan, then such plan is not in the best interests of the holders of claims or interests in such impaired class.

The Debtors believe that creditors will receive a better recovery under the Combined Disclosure Statement and Plan than they would in a hypothetical chapter 7 liquidation. Indeed, under the terms of the Prepetition Credit Documents, the DIP Credit Documents, the DIP Order, and the Sale all assets of the Debtors were encumbered by the liens of the Lenders and/or sold to the Buyer. Thus, in a hypothetical chapter 7 liquidation, there would not be any unencumbered assets available to pay claims of unsecured creditors, including creditors that hold Administrative Claims or Priority Claims. There would not even be assets available to pay the costs of administering the chapter 7 liquidation. On the other hand, the Combined Disclosure Statement and Plan implements the Creditors' Committee Settlement. Under the terms of that settlement, the Prepetition Lenders have agreed to make the Liquidating Trust Assets available for distributions to creditors pursuant to the Liquidating Trust Proceeds Waterfall. Absent the Creditors' Committee Settlement, such assets would have been sold to the Buyer in connection with the Sale

or otherwise transferred to the Prepetition Lenders on account of their secured claims and would not be available in a hypothetical chapter 7 liquidation.

Moreover, in a chapter 7 liquidation, there would be additional costs and expenses that the Estates would incur as a result of liquidating the Estates in a chapter 7 case. The costs of liquidation under chapter 7 of the Bankruptcy Code would include the compensation of a trustee, as well as the costs of counsel and other professionals retained by the trustee. The Debtors believe such amount would exceed the amount of expenses that would be incurred in implementing the Combined Disclosure Statement and Plan and winding up the affairs of the Debtors. Conversion also would likely delay the liquidation process and ultimate distribution of the Assets. The Estates would also be obligated to pay all unpaid expenses incurred by the Debtors during the Chapter 11 Cases (such as compensation for professionals) that are allowed in the chapter 7 cases.

Accordingly, the Debtors believe that Holders of Allowed Claims would receive less than anticipated under the Combined Disclosure Statement and Plan if the Chapter 11 Cases were converted to chapter 7 cases, and therefore, the classification and treatment of Claims and Interests in the Combined Disclosure Statement and Plan complies with Bankruptcy Code section 1129(a)(7).

Attached hereto as Appendix C and incorporated herein by reference is a liquidation analysis prepared by the Debtors with the assistance of the Debtors' advisors

## **H. Feasibility**

Section 1129(a)(11) of the Bankruptcy Code requires that confirmation of a plan not be likely to be followed by the liquidation, or the need for further financial reorganization, of the debtors or any successor to the debtors (unless such liquidation or reorganization is proposed in a plan). Inasmuch as the Debtors' Assets have principally been liquidated and the Combined Disclosure Statement and Plan provides for the distribution of all of the Cash proceeds of the Debtors' Assets to Holders of Claims that are Allowed as of the Effective Date in accordance with the Combined Disclosure Statement and Plan, for purposes of this test, the Debtors have analyzed the ability of the Liquidating Trust to meet its obligations under the Combined Disclosure Statement and Plan. Based on the Debtors' analysis, the Liquidating Trustee will have sufficient assets to accomplish its tasks under the Combined Disclosure Statement and Plan. Therefore, the Debtors believe that the liquidation pursuant to the Combined Disclosure Statement and Plan will meet the feasibility requirements of the Bankruptcy Code.

## **I. Acceptance by Impaired Classes**

The Bankruptcy Code requires, as a condition to confirmation, except as described in the following section, that each class of claims or equity interests impaired under a plan, accept the plan. A class that is not "impaired" under a plan is deemed to have accepted the plan and, therefore, solicitation of acceptances with respect to such a class is not required.

Section 1126(c) of the Bankruptcy Code defines acceptance of a plan by a class of impaired claims as acceptance by holders of at least two-thirds in dollar amount and more than one-half in

a number of allowed claims in that class, counting only those claims that have *actually* voted to accept or to reject the plan. Thus, a class of claims will have voted to accept a plan only if two-thirds in amount and a majority in number of the allowed claims in such class that vote on the plan actually cast their ballots in favor of acceptance.

Section 1126(d) of the Bankruptcy Code defines acceptance of a plan by a class of impaired equity interests as acceptance by holders of at least two-thirds in amount of allowed interests in that class, counting only those interests that have *actually* voted to accept or to reject the plan. Thus, a class of interests will have voted to accept a plan only if two-thirds in amount of the allowed interests in such class that vote on plan actually cast their ballots in favor of acceptance.

Pursuant to the Combined Disclosure Statement and Plan, if Holders of Claims eligible to vote do not vote to accept or reject the Combined Disclosure Statement and Plan, the Holders of such Claims shall be deemed to have accepted the Combined Disclosure Statement and Plan.

## **J. Confirmation Without Acceptance by All Impaired Classes**

Section 1129(b) of the Bankruptcy Code allows a bankruptcy court to confirm a plan even if all impaired classes have not accepted it; *provided*, that the plan has been accepted by at least one impaired class. Pursuant to section 1129(b) of the Bankruptcy Code, notwithstanding an impaired class's rejection or deemed rejection of the plan, the plan will be confirmed, at the plan proponent's request, in a procedure commonly known as a "cramdown" so long as the plan does not "discriminate unfairly" and is "fair and equitable" with respect to each class of claims or equity interests that is impaired under, and has not accepted, the plan.

If any Impaired Class rejects the Combined Disclosure Statement and Plan, the Debtors reserve the right to seek to confirm the Combined Disclosure Statement and Plan utilizing the "cramdown" provision of section 1129(b) of the Bankruptcy Code. To the extent that any Impaired Class rejects the Combined Disclosure Statement and Plan or is deemed to have rejected the Combined Disclosure Statement and Plan, the Debtors may request confirmation of the Combined Disclosure Statement and Plan, as it may be modified from time to time, under section 1129(b) of the Bankruptcy Code. The Debtors reserve the right to alter, amend, modify, revoke, or withdraw the Combined Disclosure Statement and Plan or any Plan Document, including the right to amend or modify the Plan Supplement to satisfy the requirements of section 1129(b) of the Bankruptcy Code.

### **1. No Unfair Discrimination**

The "unfair discrimination" test applies to classes of claims or interests that are of equal priority and are receiving different treatment under a plan. The test does not require that the treatment be the same or equivalent, but that treatment be "fair." In general, bankruptcy courts consider whether a plan discriminates unfairly in its treatment of classes of claims or interests of equal rank (*e.g.*, classes of the same legal character). Bankruptcy courts will take into account a number of factors in determining whether a plan discriminates unfairly. A plan could treat two classes of unsecured creditors differently without unfairly discriminating against either class.



## 2. Fair and Equitable Test

The “fair and equitable” test applies to classes of different priority and status (*e.g.*, secured versus unsecured) and includes the general requirement that no class of claims receive more than 100% of the amount of the allowed claims in the class. As to the dissenting class, the test sets different standards depending upon the type of claims or equity interests in the class.

As a condition to the test, section 1129(b)(2) of the Bankruptcy Code provides that a plan is “fair and equitable” with respect to a dissenting impaired class of unsecured claims if the creditors in the class receive or retain property of a value equal to the allowed amount of their claims or, failing that, no creditor of lesser priority, or shareholder, receives any distribution under the plan. This requirement is sometimes referred to as the “absolute priority rule.”

The Debtors submit that if the Debtors “cramdown” the Combined Disclosure Statement and Plan pursuant to section 1129(b) of the Bankruptcy Code, the Combined Disclosure Statement and Plan is structured so that it does not “discriminate unfairly” and satisfies the “fair and equitable” requirement. With respect to the unfair discrimination requirement, all Classes under the Combined Disclosure Statement and Plan are provided treatment that is substantially equivalent to the treatment that is provided to other Classes that have equal rank. With respect to the fair and equitable requirement and “absolute priority rule,” no Class under the Combined Disclosure Statement and Plan will receive more than 100% of the amount of Allowed Claims or Interests in that Class. The Debtors believe that the Combined Disclosure Statement and Plan and the treatment of all Classes of Claims or Interests under the Combined Disclosure Statement and Plan satisfy the foregoing requirements for nonconsensual confirmation of the Combined Disclosure Statement and Plan.

## **ARTICLE V. CERTAIN RISK FACTORS TO CONSIDER PRIOR TO VOTING**

The Holders of General Unsecured Claims and Prepetition Lender Claims should read and carefully consider the following factors, as well as the other information set forth in this Article V, before deciding whether to vote to accept or reject the Combined Disclosure Statement and Plan. These risk factors should not, however, be regarded as constituting the only risks associated with the Combined Disclosure Statement and Plan and its implementation.

### **A. Non-Confirmation of the Combined Disclosure Statement and Plan**

Even if the voting Class votes in favor of the Combined Disclosure Statement and Plan, and even if, with respect to any Impaired Class deemed to have rejected the Combined Disclosure Statement and Plan, the requirements for “cramdown” are met, the Bankruptcy Court, which is a court of equity, may exercise substantial discretion and may choose not to confirm the Combined Disclosure Statement and Plan. In addition, while the Debtors believe the feasibility test and the best interests test for confirmation are satisfied, there can be no assurance that the Bankruptcy Court will reach the same conclusion.

**B. Classification Risk**

The Debtors believe that the Combined Disclosure Statement and Plan has classified all Claims and Interests in compliance with the provisions of Bankruptcy Code section 1122 and applicable case law, but it is possible that a Holder of a Claim may challenge the classification of Claims, and that the Bankruptcy Court may determine that a different classification is required for the Combined Disclosure Statement and Plan to be confirmed. In that event, the Debtors intend, to the extent permitted by the Bankruptcy Code, the Combined Disclosure Statement and Plan, and the Bankruptcy Court, to make such reasonable modifications of the classifications under the Combined Disclosure Statement and Plan to permit confirmation and to use the Combined Disclosure Statement and Plan acceptances received for purposes of obtaining the approval of the reconstituted Class or Classes of which each accepting holder ultimately is deemed to be a member. Any such reclassification could adversely affect the Class in which such holder initially was a member, or any other Class under the Combined Disclosure Statement and Plan, by changing the composition of such Class and the vote required of that Class for approval of the Combined Disclosure Statement and Plan.

**C. Claims Estimations**

There can be no assurance that any estimated Claim amounts set forth in this Combined Disclosure Statement and Chapter 11 Plan are correct. The actual Allowed amount of Claims likely will differ in some respect from the estimates. The estimated amounts are subject to certain risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, the actual Allowed amount of Claims may vary from those estimated herein.

**D. Administrative and Priority Claims**

The Debtors have been paying its administrative expenses in the ordinary course and do not anticipate any outstanding Administrative Expense Claims, Priority Tax Claims, and Other Priority Claims following the claims reconciliation process.

Notwithstanding the foregoing, if the actual number and amount of such Claims exceeds the amount of Cash the Debtors have to satisfy all such Claims in full, then unless the Holders of such Claims consent to less than full payment, then the Bankruptcy Court may deny confirmation of the Combined Disclosure Statement and Plan.

**E. Conditions Precedent to Consummation; Timing**

The Combined Disclosure Statement and Plan provides for certain conditions that must be satisfied (or waived) prior to the Effective Date. There can be no assurance that any or all of the conditions in the Combined Disclosure Statement and Plan will be satisfied (or waived). Accordingly, even if the Combined Disclosure Statement and Plan is confirmed by the Bankruptcy Court, there can be no assurance that the Combined Disclosure Statement and Plan will be consummated.

**F. Certain Tax Considerations**

There are a number of material income tax considerations, risks and uncertainties associated with the Combined Disclosure Statement and Plan of liquidation of the Debtor described in the Combined Disclosure Statement and Plan.

THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE COMBINED DISCLOSURE STATEMENT AND PLAN ARE COMPLEX. NOTHING HEREIN SHALL CONSTITUTE TAX ADVICE. THE TAX CONSEQUENCES ARE IN MANY CASES UNCERTAIN AND MAY VARY DEPENDING ON A HOLDER'S PARTICULAR CIRCUMSTANCES. ACCORDINGLY, HOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS ABOUT THE UNITED STATES FEDERAL, STATE AND LOCAL, AND APPLICABLE FOREIGN INCOME AND OTHER TAX CONSEQUENCES OF THE COMBINED DISCLOSURE STATEMENT AND PLAN.

**G. The Liquidating Trust Assets, Including the Liquidating Trust Claims, May Not Result in Recovery**

The principal Liquidating Trust Assets are the Liquidating Trust Claims. The outcome of litigation is inherently uncertain and, thus, there is no assurance that the Liquidating Trust Claims will result in any proceeds distributable from the Liquidating Trust. Moreover, to the extent the Liquidating Trust realizes or obtains any Cash proceeds from the Liquidating Trust Claims distributable under the Liquidating Trust Agreement, the timing of any such distribution is uncertain.

**H. Reductions to Estimated Creditor Recoveries Under the Liquidating Trust**

The Allowed amount of Claims in any Class could be greater than projected, which, in turn, could cause the amount of Distributions to Creditors in such Class to be reduced substantially. The amount of Cash realized from the liquidation of the Liquidating Trust Assets could be less than anticipated, which could cause the amount of Distributions to Creditors to be reduced substantially. Additionally, any changes to any of the assumptions underlying the estimated Allowed amounts could result in material adjustments to recovery estimates provided herein or the actual Distribution received by Creditors.

**ARTICLE VI.**

**ADMINISTRATIVE CLAIMS, DIP LENDER CLAIMS, AND PRIORITY TAX CLAIMS**

In accordance with section 1123(a)(1) of the Bankruptcy Code, Administrative Claims, DIP Lender Claims, and Priority Tax Claims have not been classified and, thus, are excluded from the Classes of Claims and Interests set forth in Article VII hereof.

**A. Administrative Claims**

Except with respect to Administrative Claims that are Professional Fee Claims or DIP Lender Claims, and except to the extent that an Administrative Claim has already been paid during

the Chapter 11 Cases or a Holder of an Allowed Administrative Claim and the applicable Debtor(s) agree to less favorable treatment, each Holder of an Allowed Administrative Claim shall be paid in full in Cash the unpaid portion of its Allowed Administrative Claim on the latest of: (a) the Effective Date if such Administrative Claim is Allowed as of the Effective Date; (b) the date such Administrative Claim is Allowed or as soon as reasonably practicable thereafter; and (c) the date such Allowed Administrative Claim becomes due and payable, or as soon thereafter as is reasonably practicable.

Except as otherwise provided in this Article VI.A and except with respect to Administrative Claims that are Professional Fee Claims or DIP Lender Claims, requests for payment of Administrative Claims must be Filed as follows:

(a) 503(b)(9) Claims must be Filed by the General Bar Date in accordance with the Bar Date Order;

(b) Initial Administrative Claims must be Filed by the Initial Administrative Claims Bar Date in accordance with the Solicitation Procedures Order; and

(c) any other Administrative Claims must be Filed by the Supplemental Administrative Claims Bar Date in accordance with the Confirmation Order.

Holders of Administrative Claims that are required to, but do not, File and serve a request for payment of such Administrative Claims by such dates shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the Debtors or their property and such Administrative Claims shall be deemed discharged as of the Effective Date, unless the Bankruptcy Court orders otherwise. Objections to such requests, if any, must be Filed and served on the Debtors and the requesting party in accordance with the Solicitation Procedures Order or Confirmation Order.

In accordance with section 503(b)(1)(D) of the Bankruptcy Code, taxing authorities are not required to file a request for payment of their Administrative Claims as a condition of such Administrative Claims being Allowed. To the extent not assumed by the Buyer in connection with the Sale, the Debtors will pay any such taxes, to the extent Allowed, that arose after the Petition Date in the ordinary course of business.

## **B. Professional Compensation**

### **1. Final Fee Applications and Payment of Professional Fee Claims**

All final requests for payment of Professional Fee Claims incurred during the period from the Petition Date through the Effective Date shall be Filed no later than 45 days after the Effective Date, provided, however, that nothing herein alters the ability of an Ordinary Course Professional to be paid, or the authority of the Debtors to pay Ordinary Course Professionals, pursuant to the terms of the OCP Order, and such Ordinary Course Professionals shall not be required to file requests for payment of Professional Fee Claims unless such requests are required under the OCP Order. All such final requests will be subject to approval by the Bankruptcy Court after notice and a hearing in accordance with the procedures established by the Bankruptcy Code, Bankruptcy

Rules, and prior orders of the Bankruptcy Court, including the Interim Compensation Order, and once approved by the Bankruptcy Court, shall be promptly paid from the Professional Fee Escrow Account up to the full Allowed amount. To the extent that funds held in the Professional Fee Escrow Account are insufficient to satisfy the amount of Professional Fee Claims owing to the Professionals, such Professionals shall have an Allowed Administrative Claim for any such deficiency, and the Debtors shall pay the full unpaid amount of such Allowed Administrative Claim in Cash.

## 2. Professional Fee Escrow Account

On the Effective Date, the Debtors shall establish and fund the Professional Fee Escrow Account with Cash equal to the Professional Fee Reserve Amount. The Professional Fee Escrow Account shall be held in trust solely for the Allowed Professional Fee Claims and maintained by the Liquidating Trustee. Such funds shall not be considered property of the Estates. The amount of Professional Fee Claims owing to the Professionals shall be paid in Cash to such Professionals by the Liquidating Trustee as soon as reasonably practicable after such Professional Fee Claims are Allowed. When all Allowed amounts owing to the Professionals have been paid in full, the Professional Fee Excess Amount, if any, shall promptly be transferred to the Liquidating Trust without any further action or order of the Bankruptcy Court. Any other amounts remaining in the Professional Fee Escrow Account after Professionals have been paid in full shall be transferred to the Buyer as an Acquired Asset. If the Professional Fee Escrow Account is insufficient to fund the full Allowed amounts of Professional Fee Claims, the remaining unpaid Allowed Professional Fee Claims will be paid by the proceeds of the Liquidating Trust in accordance with the Liquidating Trust Proceeds Waterfall.

## C. **DIP Lender Claims**

Pursuant to the terms of the Creditors' Committee Settlement, the DIP Lenders have agreed that all DIP Lender Claims shall be fully satisfied through the treatment of the Class 3 Claims pursuant to Article VII.B.3.

## D. **Priority Tax Claims**

Pursuant to section 1129(a)(9)(C) of the Bankruptcy Code, unless otherwise agreed by the Holder of an Allowed Priority Tax Claim and the applicable Debtor, each Holder of an Allowed Priority Tax Claim will receive in full satisfaction of its Allowed Priority Tax Claim Cash equal to the amount of such Allowed Priority Tax Claim on the later of the Effective Date, the date such Priority Tax Claim is Allowed, or as soon as reasonably practicable thereafter.

## E. **Statutory Fees**

All fees due and payable to the U.S. Trustee pursuant to section 1930 of Title 28 of the United States Code ("**Quarterly Fees**") before the Effective Date shall be paid by the Debtors on the Effective Date. Notwithstanding anything else to the contrary in the Combined Disclosure Statement and Plan, the Liquidating Trustee shall be liable to pay all Quarterly Fees accruing from and after the Effective Date until the earliest to occur of the particular Debtor's case being

converted to a case under chapter 7 of the Bankruptcy Code, dismissed, or closed. The Liquidating Trustee shall File with the Bankruptcy Court quarterly reports in a form reasonably acceptable to the U.S. Trustee. The U.S. Trustee shall not be required to file a request for payment of its Quarterly Fees, which shall be deemed an Administrative Claim against the Debtors and their Estates.

**ARTICLE VII.**  
**CLASSIFICATION AND TREATMENT OF CLAIMS AND**  
**INTERESTS AND EXPECTED RECOVERIES**

**A. Summary of Classification**

All Claims and Interests are classified in the Classes set forth below in accordance with section 1122 and 1123(a)(1) of the Bankruptcy Code. A Claim or an Interest is classified in a particular Class only to the extent that the Claim or Interest qualifies within the description of that Class and is classified in other Classes to the extent that any portion of the Claim or Interest qualifies within the description of such other Classes. A Claim or an Interest is classified in a particular Class for the purpose of receiving distributions under the Combined Disclosure Statement and Plan only to the extent that such Claim or Interest is an Allowed Claim or Interest in that Class and has not been paid, released, or otherwise satisfied prior to the Effective Date.

The classification of Claims and Interests against each Debtor (as applicable) pursuant to the Combined Disclosure Statement and Plan is as follows:

**B. Treatment of Claims and Interests**

Subject to Article VI, each Holder of an Allowed Claim or Allowed Interest, as applicable, shall receive under the Combined Disclosure Statement and Plan the treatment described below in full and final satisfaction, compromise, settlement, release, and discharge of, and in exchange for, such Holder's Allowed Claim or Allowed Interest, except to the extent different treatment is agreed to by the Debtors and the Holder of such Allowed Claim or Allowed Interest, as applicable. Unless otherwise indicated, the Holder of an Allowed Claim or Allowed Interest, as applicable, shall receive such treatment on the later of the Effective Date and the date such Holder's Claim or Interest becomes an Allowed Claim or Allowed Interest or as soon as reasonably practicable thereafter.

**1. Class 1 – Other Priority Claims**

- a. *Classification:* Class 1 consists of Other Priority Claims.
- b. *Treatment:* In full and final satisfaction of each Allowed Other Priority Claim, except to the extent that a Holder of an Allowed Other Priority Claim agrees to a less favorable treatment, each Holder thereof will receive payment in full in Cash.
- c. *Voting:* Class 1 is Unimpaired. Holders of Class 1 Claims are conclusively presumed to have accepted the Combined Disclosure Statement and Plan

under section 1126(f) of the Bankruptcy Code, and are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

2. Class 2 – Other Secured Claims

- a. *Classification:* Class 2 consists of Other Secured Claims.
- b. *Treatment:* In full and final satisfaction of each Allowed Other Secured Claim, except to the extent that a Holder of an Allowed Other Secured Claim agrees to less favorable treatment, each Holder thereof will receive at the option of the Debtors: (a) payment in full in Cash, payable on the later of the Effective Date and the date that is ten (10) Business Days after the date on which such Other Secured Claim becomes an Allowed Other Secured Claim, in each case, or as soon as reasonably practicable thereafter or (b) delivery of the collateral securing any such Claim.
- c. *Voting:* Class 2 is Unimpaired. Holders of Class 2 Claims are conclusively presumed to have accepted the Combined Disclosure Statement and Plan under section 1126(f) of the Bankruptcy Code, and are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

3. Class 3 – Prepetition Lender Claims

- a. *Classification:* Class 3 consists of all Prepetition Lender Claims.
- b. *Treatment:* In full and final satisfaction of each Prepetition Lender Claim, and pursuant to Article VI.C each DIP Lender Claim, each Holder of an Allowed Prepetition Lender Claim shall receive its Pro Rata share of the Class 3 Liquidating Trust Interests.
- c. *Voting:* Class 3 is Impaired. Holders of Allowed Prepetition Lender Claims under Class 3 are entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

4. Class 4 – General Unsecured Claims

- d. *Classification:* Class 4 consists of all General Unsecured Claims.
- e. *Treatment:* In full and final satisfaction of each General Unsecured Claim, each Holder of an Allowed General Unsecured Claim shall receive its Pro Rata share of the Class 4 Liquidating Trust Interests.
- f. *Voting:* Class 4 is Impaired. Holders of Allowed Class 4 General Unsecured Claims are entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

5. Class 5 – Subordinated Claims

- a. *Classification:* Class 5 consists of all Subordinated Claims.
- b. *Treatment:* Subordinated Claims will be cancelled, released, and extinguished as of the Effective Date, and will be of no further force or effect, and each Holder of a Subordinated Claim will not receive any distribution on account of such Subordinated Claim.
- c. *Voting:* Class 5 is Impaired. Holders of Class 5 Claims are deemed to have rejected the Combined Disclosure Statement and Plan under section 1126(g) of the Bankruptcy Code and are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

6. Class 6 – Intercompany Claims

- a. *Classification:* Class 6 consists of all Intercompany Claims.
- b. *Treatment:* Holders of Intercompany Claims shall not receive a distribution on account of such Intercompany Claims.
- c. *Voting:* Holders of Class 6 Claims are conclusively deemed to have rejected the Combined Disclosure Statement and Plan pursuant to section 1126(g) of the Bankruptcy Code. Holders of Class 6 Claims are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

7. Class 7 – Interests in the Debtors

- a. *Classification:* Class 7 consists of all Interests in the Debtors.
- b. *Treatment:* On the Effective Date, all Interests shall be deemed canceled, extinguished and of no further force or effect, and the Holders of Interests shall not be entitled to receive or retain any property on account of such Interest.
- c. *Voting:* Class 7 is Impaired. Holders of Class 7 Interests are deemed to have rejected the Combined Disclosure Statement and Plan pursuant to section 1126(g) of the Bankruptcy Code and are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

**C. Confirmation Pursuant to Sections 1129(a)(10) and 1129(b) of the Bankruptcy Code**

Section 1129(a)(10) of the Bankruptcy Code shall be satisfied for purposes of the Combined Hearing by acceptance of the Combined Disclosure Statement and Plan by at least one Impaired Class of Claims, determined without including any acceptances of the Combined Disclosure Statement and Plan by any insider. The Debtors shall seek confirmation of the Combined



Disclosure Statement and Plan pursuant to section 1129(b) of the Bankruptcy Code with respect to any rejecting Class(es) of Claims and Interests. The Debtors reserve the right to modify the Combined Disclosure Statement and Plan in accordance with Article XV hereof to the extent, if any, that confirmation of the Combined Disclosure Statement and Plan pursuant to section 1129(b) of the Bankruptcy Code requires modification, including by modifying the treatment applicable to a Class of Claims to render such Class of Claims Unimpaired to the extent permitted by the Bankruptcy Code and the Bankruptcy Rules.

**D. Elimination of Vacant Classes**

Any Class of Claims or Interests that does not have a Holder of an Allowed Claim or Allowed Interest or a Claim or Interest temporarily Allowed by the Bankruptcy Court as of the date of the Combined Hearing shall be deemed eliminated from the Combined Disclosure Statement and Plan for purposes of voting to accept or reject the Combined Disclosure Statement and Plan and for purposes of determining acceptance or rejection of the Combined Disclosure Statement and Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code.

**E. [Intentionally Omitted]**

**F. Subordinated Claims and Interests**

The allowance, classification, and treatment of all Allowed Claims and Allowed Interests and their respective distributions and treatments under the Combined Disclosure Statement and Plan take into account and conform to the relative priority and rights of the Claims and Interests in each Class in connection with any contractual, legal, and equitable subordination rights relating thereto, whether arising under general principles of equitable subordination, section 510(b) of the Bankruptcy Code, or otherwise. Pursuant to section 510 of the Bankruptcy Code, the Debtors, as applicable, reserve the right to re-classify any Allowed Claim or Interest in accordance with any contractual, legal, or equitable subordination relating thereto.

**ARTICLE VIII.  
MEANS FOR IMPLEMENTATION OF THE COMBINED  
DISCLOSURE STATEMENT AND PLAN**

**A. Corporate Existence**

On the Effective Date or as soon as reasonably practicable thereafter, each of the Debtors will each be deemed dissolved and no longer in existence.

**B. Cancellation of Interests in the Debtors.**

On the Effective Date, all existing Interests of each of the Debtors shall be retired, cancelled, extinguished and/or discharged in accordance with the terms of the Combined Disclosure Statement and Plan. Except as otherwise provided in the Plan Supplement, on the Effective Date: (1) the obligations of the Debtors under any certificate, share, note, bond, indenture, purchase right, option, warrant, or other instrument or document, directly or indirectly, evidencing or creating any indebtedness or obligation of or ownership interest in the Debtors

giving rise to any Claim or Interest shall be cancelled as to the Debtors and (2) the obligations of the Debtors pursuant, relating, or pertaining to any agreements, indentures, certificates of designation, bylaws, or certificate or articles of incorporation or similar documents governing the shares, certificates, notes, bonds, purchase rights, options, warrants or other instruments or documents evidencing or creating any indebtedness or obligation of the Debtors shall be released and discharged.

#### **C. Creditors' Committee Settlement**

Pursuant to section 1123(b)(3)(A) of the Bankruptcy Code and Bankruptcy Rule 9019, the Combined Disclosure Statement and Plan effectuates the Creditors' Committee Settlement. Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, as of the Effective Date, of the Creditors' Committee Settlement and the Bankruptcy Court's finding that the Creditors' Committee Settlement is in the best interests of the Debtors, their Estates, and the Holders of Claims and Interests, and is fair, equitable, and reasonable.

#### **D. Causes of Action**

On the Effective Date, all Causes of Action (other than the Liquidating Trust Claims and, for the avoidance of doubt, the Acquired Causes of Action), shall be deemed waived, discharged, forgiven, and forever compromised, and the Liquidating Trust Claims shall be transferred to, vested in, and/or retained by the Liquidating Trust; provided, however, that nothing in this sentence shall waive or otherwise impair any defenses to any Claims asserted in these Chapter 11 Cases. Following the Effective Date, except as otherwise expressly provided herein or the Liquidating Trust Agreement, the Liquidating Trustee may assert, compromise or dispose of the Liquidating Trust Claims without further notice or authorization of the Bankruptcy Court. In the event the Liquidating Trustee initiates an adversary proceeding in Bankruptcy Court, such proceeding shall be governed by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and all other applicable law.

#### **E. Vesting; Representative of the Estates**

Except as otherwise provided in this Combined Disclosure Statement and Plan, on the Effective Date, all Liquidating Trust Assets shall be transferred to and vest in the Liquidating Trust, free and clear of all Claims, Liens, charges, other encumbrances, Interests, or other interests. On and after the Effective Date, the Liquidating Trustee may use, acquire and dispose of property and compromise or settle any claims without supervision or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules, other than those restrictions imposed by the Combined Disclosure Statement and Plan, the Confirmation Order, or the Liquidating Trust Agreement.

The Liquidating Trustee shall serve as the representative of the Estates pursuant to section 1123(b)(3)(B) of the Bankruptcy Code.

#### **F. Effectuating Documents; Further Transactions**

On and after the Effective Date, the Liquidating Trustee is authorized to and may issue, execute, deliver, file, or record such contracts, securities, instruments, releases, and other agreements or documents and take such actions as may be necessary or appropriate to effectuate, implement and further evidence the terms and conditions of the Combined Disclosure Statement and Plan and the transactions contemplated thereby, in each case, in the name of and on behalf of the Debtors and the Liquidating Trust, without the need for any approvals, authorization or consents except those expressly required pursuant to the Combined Disclosure Statement and Plan. In connection with the foregoing, the Liquidating Trustee shall complete any remaining wind down activities of the Debtors, including negotiating the purchase price allocation related to the Sale on behalf of the Sellers as and to the extent set forth in the Asset Purchase Agreement and filing a final tax return.

#### **G. Deemed Substantive Consolidation**

The Combined Disclosure Statement and Plan contemplates and is predicated upon the deemed substantive consolidation of the Estates for voting, confirmation, and Distribution purposes. Accordingly, on the Effective Date, each Claim Filed or to be Filed against any Debtor shall be deemed Filed only against Holdings and shall be deemed a single Claim against and a single obligation of Holdings for Distribution purposes, which shall be paid from the Liquidating Trust. This deemed substantive consolidation of the Estates for Distribution purposes means that the specific Debtor against which a Creditor holds or asserts a Claim will have no effect on the distribution (if any) provided to such Creditor under the Combined Disclosure Statement and Plan.

The Combined Disclosure Statement and Plan also provides for the deemed substantive consolidation of the Estates for voting purposes, including tabulating votes to accept or reject the Combined Disclosure Statement and Plan. Accordingly, the Debtors will tabulate each Ballot as a vote to accept or reject the Combined Disclosure Statement and Plan as to each Debtor.

Absent the consent of affected creditors, the Debtors will bear the burden at the Combined Hearing of establishing a prima facie case for the deemed substantive consolidation of their respective Estates. Accordingly, the Debtors will, to the extent necessary, adduce evidence at the Combined Hearing to justify the deemed substantive consolidation in accordance with the standards established by applicable case law. Such evidence may include, without limitation, evidence indicating that Creditors have dealt with the Debtors as a single, consolidated enterprise, both before and after the Petition Date, the Sale of all of the Debtors' assets without allocation pursuant to the Debtors, the Debtors' central management, and the Debtors' prepetition employed an integrated cash management system of bank accounts. Further, efforts to deconsolidate the Debtors' respective assets and liabilities would be burdensome and divert professional resources that are more profitably directed elsewhere, all without meaningfully affecting the distributions to be received under the Combined Disclosure Statement and Plan.

#### **H. Insurance Policies**

**Insurance Policies Remain In Force.** Up to and including their policy expiration date(s),

any and all Insurance Policies in effect as of the Effective Date shall remain in full force and effect according to their terms and the coverage obligations of the insurers and third party administrators under such Insurance Policies shall continue following the Effective Date (including any obligations to pay, defend and process insured claims).

**D&O Insurance Policies; Employment Practice Liability Policies; Similar Policies.** Nothing contained in this Combined Disclosure Statement and Plan shall affect or impair the rights of any non-Debtor insured persons covered under any D&O Insurance Policy, employment practices or similar liability Insurance Policies (including, without limitation, policies for the benefit of the Debtors' directors, officers, employees, members, managers, or similar persons who served in such capacity either before or after the Petition Date).

**I. Dissolution of Creditors' Committee**

Following the Effective Date, the Creditors' Committee shall continue in existence and have standing and capacity to prepare and prosecute applications for the payment of fees and reimbursement of expenses incurred by the Creditors' Committee or its respective Professionals. Following the completion of the foregoing, the Creditors' Committee shall be dissolved and the members of the Creditors' Committee shall be released and discharged from any further authority, duties, responsibilities, and obligations related to, or arising from, the Chapter 11 Cases.

**J. Termination of the Claims Agent**

At any time following the Effective Date, the Liquidating Trustee shall be authorized to terminate the services of the Claims Agent by providing thirty (30) days written notice without need for order of the Bankruptcy Court or any other party. Following termination, the Claims Agent shall provide the Liquidating Trustee and the Bankruptcy Court with a copy of the Claims Register and a copy of all Filed Proofs of Claim. No later than thirty (30) days after its termination, the Claims Agent shall provide the Liquidating Trustee with a final invoice, and unless the Liquidating Trustee has any issues with respect to the Claims Agent's fees or expenses, the Liquidating Trustee will be authorized to remit payment of the final invoice within fifteen (15) days of receipt. The Bankruptcy Court will retain jurisdiction to hear any dispute in the event that the Liquidating Trustee and Claims Agent cannot agree upon the amount of fees and expenses sought by the Claims Agent.

**K. Closing of Cases**

Upon the occurrence of the Effective Date, the Liquidating Trustee shall file a certification of counsel seeking entry of an Order authorizing the Clerk of the Bankruptcy Court to close all of the Bankruptcy Cases, other than the Bankruptcy Case of Holdings, without need for further notice or Order of the Bankruptcy Court.

**L. Final Decree**

At any time following the Effective Date, the Liquidating Trustee shall be authorized to file a motion for entry of a final decree closing the Chapter 11 Case of Holdings.

**ARTICLE IX.**  
**TREATMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

**A. Assumption and Rejection of Executory Contracts and Unexpired Leases**

Except as otherwise provided in the Combined Disclosure Statement and Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Combined Disclosure Statement and Plan, as of the Effective Date, each Debtor will be deemed to have rejected each Executory Contract or Unexpired Lease to which such Debtor is a party, unless such Executory Contract or Unexpired Lease (i) was previously assumed or rejected; (ii) was previously expired or terminated pursuant to its own terms; or (iii) is the subject of a motion or notice to assume or reject Filed on or before the Confirmation Date.

The Confirmation Order shall constitute an order of the Bankruptcy Court under sections 365 and 1123(b) of the Bankruptcy Code approving the rejections described above as of the Effective Date.

**B. Claims Based on Rejection of Executory Contracts or Unexpired Leases**

Claims based on the rejection of the Debtors' Executory Contracts or Unexpired Leases pursuant to the Combined Disclosure Statement and Plan or otherwise must be Filed set forth in the Bar Date Order.

**Any Claims arising from the rejection of an Executory Contract or Unexpired Lease that are not Filed within such time, unless otherwise ordered by the Bankruptcy Court, will be automatically Disallowed, forever barred from assertion, and shall not be enforceable against, as applicable, the Debtors, the Buyer, the Estates, or property of the foregoing parties, without the need for any objection by the Debtors, or further notice to, or action, order, or approval of the Bankruptcy Court or any other Entity, and any Claim arising out of the rejection of the Executory Contract or Unexpired Lease shall be deemed fully satisfied, released, and discharged, notwithstanding anything in the Schedules or a Proof of Claim to the contrary.** Claims arising from the rejection of the Debtors' Executory Contracts or Unexpired Leases shall be classified as General Unsecured Claims.

**C. Insurance Policies**

Insurance Policies shall not be considered Executory Contracts for purposes of this Article IX. As discussed in Article VIII.H, the Insurance Policies shall remain in full force and effect following the Effective Date.

## ARTICLE X. THE LIQUIDATING TRUST

### A. Creation of the Liquidating Trust

On the Effective Date, the Debtors and the Liquidating Trustee shall execute the Liquidating Trust Agreement and shall take all steps necessary to establish the Liquidating Trust in accordance with the Combined Disclosure Statement and Plan, which shall be for the benefit of the Liquidating Trust Beneficiaries. The Liquidating Trust shall be governed by the terms of the Liquidating Trust Agreement and the Combined Disclosure Statement and Plan and administered by the Liquidating Trustee and the Liquidating Trust Advisory Board. The powers, rights, responsibilities, and compensation of the Liquidating Trustee and Liquidating Trust Advisory Board shall be specified in the Liquidating Trust Agreement. The Liquidating Trustee shall hold and distribute the Liquidating Trust Assets in accordance with the Combined Disclosure Statement and Plan and the Liquidating Trust Agreement.

### B. Transfer of Liquidating Trust Assets to the Liquidating Trust

#### 1. Transfer Free and Clear

On the Effective Date the Debtors shall transfer and/or assign and shall be deemed to transfer and/or assign to the Liquidating Trust all of their rights, title and interest in and to all of the Liquidating Trust Assets, and in accordance with section 1141 of the Bankruptcy Code, the Liquidating Trust Assets shall automatically vest in the Liquidating Trust free and clear of all Claims and Liens, subject only to the Liquidating Trust Interests. Notwithstanding anything herein to the contrary, the transfer of the Liquidating Trust Assets to the Liquidating Trust shall not diminish, and fully preserves, any defenses a Debtor would have if such Liquidating Trust Assets had been retained by the Debtors.

#### 2. Certain Tax Consequences

Subject to definitive guidance from the IRS or a court of competent jurisdiction to the contrary, the Liquidating Trust is intended to be treated as a “liquidating trust” for U.S. federal income tax purposes pursuant to Treasury Regulation section 301.7701-4(d), and the Liquidating Trustee will take this position on the Liquidating Trust’s tax return accordingly. The Liquidating Trust Beneficiaries shall be treated as the grantors of the Liquidating Trust and as the deemed owners of the Liquidating Trust Assets. For U.S. federal income tax purposes, the transfer of assets to the Liquidating Trust will be deemed to occur as (a) a first-step transfer of the Liquidating Trust Assets to the Liquidating Trust Beneficiaries and, to the extent the Liquidating Trust Assets are allocable to Disputed General Unsecured Claims, to the GUC Disputed Claims Reserve described in the subsequent paragraph and (b) a second-step transfer by such Liquidating Trust Beneficiaries and, to the extent relevant with respect to the GUC Disputed Claims Reserve, to the Liquidating Trust. As a result, the transfer of the Liquidating Trust Assets to the Liquidating Trust should be a taxable transaction, and the Debtors should recognize gain or loss equal to the difference between the tax basis and fair value of such assets. As soon as possible after the transfer of the Liquidating Trust Assets to the Liquidating Trust, the Liquidating Trustee shall make a good

faith valuation of the Liquidating Trust Assets. This valuation will be made available from time to time, as relevant for tax reporting purposes. Each of the Debtors, Liquidating Trustee, and the Liquidating Trust Beneficiaries shall take consistent positions with respect to the valuation of the Liquidating Trust Assets, and such valuations shall be utilized for all U.S. federal income tax purposes. The Liquidating Trust shall in no event be dissolved later than 5 years from the creation of such Liquidating Trust unless the Bankruptcy Court, upon motion within the 6-month period prior to the 5th anniversary (or within the 6-month period prior to the end of an extension period), determines that a fixed period extension (not to exceed 5 years with a private letter ruling from the IRS or an opinion of counsel satisfactory to the Liquidating Trustee that any further extension would not adversely affect the status of the trust as a liquidating trust for United States federal income tax purposes) is necessary to facilitate or complete the recovery and liquidation of the Liquidating Trust Assets.

With respect to amounts, if any, in a reserve for Disputed General Unsecured Claims, it is expected that such account will be treated as a “disputed ownership fund” governed by Treasury Regulation Section 1.468B-9, that any appropriate elections with respect thereto shall be made, and that such treatment will also be applied to the extent possible for state and local tax purposes. Under such treatment, a separate federal income tax return shall be filed with the IRS for such disputed claims reserve and will be subject to tax annually on a separate entity basis. Any taxes (including with respect to interest, if any, earned in the account, or any recovery on the portion of assets allocable to such account in excess of the disputed claims reserve’s basis in such assets) imposed on such account shall be paid out of the assets of the respective account (and reductions shall be made to amounts disbursed from the account to account for the need to pay such taxes). Liquidating Trust Beneficiaries will be bound by such election, if made by the Liquidating Trustee, and, as such, will, for U.S. federal income tax purposes (and, to the extent permitted by law, for state and local income tax purposes), report consistently therewith.

### **C. Administration of the Liquidating Trust**

#### **1. In General**

The Liquidating Trust shall be administered by the Liquidating Trustee with oversight by the Liquidating Trust Advisory Board pursuant to the Liquidating Trust Agreement. In the event of any inconsistency solely between this Article X.C of the Combined Disclosure Statement and Plan and the Liquidating Trust Agreement, the Liquidating Trust Agreement shall control, with the Combined Disclosure Statement and Plan controlling in all other cases. All compensation for the Liquidating Trustee and other costs of administration for the Liquidating Trust shall be paid by the Liquidating Trust in accordance with this Combined Disclosure Statement and Plan and the Liquidating Trust Agreement. The Liquidating Trust Agreement generally will provide for, among other things: (a) the payment of the expenses of the Liquidating Trust, including the cost of pursuing the Liquidating Trust Claims; (b) the retention of counsel, accountants, financial advisors, or other professionals and the payment of their reasonable compensation; (c) the investment of Cash by the Liquidating Trustee within certain limitations, including those specified in the Combined Disclosure Statement and Plan; (d) the orderly liquidation of the Liquidating Trust Assets; and (e) liquidating of any Liquidating Trust Claims including the, which may include the prosecution, settlement, abandonment, or dismissal of any such Liquidating Trust Claims.

## 2. Powers and Duties of Liquidating Trustee

In furtherance of and consistent with the purpose of the Liquidating Trust and the Combined Disclosure Statement and Plan, and subject to the terms of the Liquidating Trust Agreement, the Liquidating Trustee, for the benefit of the Liquidating Trust, shall (a) hold the Liquidating Trust Assets for the benefit of the Liquidating Trust Beneficiaries, (b) make distributions of the Liquidating Trust Assets as provided in the Liquidating Trust Agreement, and (c) have the power and authority to commence, prosecute, and resolve any Liquidating Trust Claims. The Liquidating Trustee shall be responsible for all decisions and duties with respect to the Liquidating Trust and the Liquidating Trust Assets, except as otherwise provided in the Liquidating Trust Agreement. In all circumstances, the Liquidating Trustee shall act in the best interests of the Liquidating Trust Beneficiaries.

Subject to the provisions of the Liquidating Trust Agreement, the Liquidating Trustee may settle, compromise, abandon, or withdraw any Liquidating Trust Claim on any grounds or terms it deems reasonable, without further order of the Bankruptcy Court. The Liquidating Trustee may also settle or compromise any Disputed General Unsecured Claim, or withdraw any objection thereto, on any grounds or terms he or she deems reasonable, without further order of the Bankruptcy Court, but subject to the terms of the Liquidating Trust Agreement.

The Liquidating Trustee, on behalf of the Liquidating Trust, may employ, without further order of the Bankruptcy Court, professionals to assist in carrying out its duties hereunder and may compensate and reimburse the reasonable expenses of those professionals without further order of the Bankruptcy Court from the Liquidating Trust Assets in accordance with the Combined Disclosure Statement and Plan and the Liquidating Trust Agreement.

## 3. Liquidating Trust Advisory Board

The Liquidating Trust Advisory Board shall have the authority to: (a) oversee, review, and guide the activities and performance of the Liquidating Trustee; (b) retain and employ attorneys and other professionals on behalf of the Liquidating Trust to facilitate the Liquidating Trustee's performance of his or her duties under the Liquidating Trust Agreement; and (c) remove and appoint the Liquidating Trustee for any reason. The members of the Liquidating Trust Advisory Board shall not be entitled to compensation for their services but will be entitled to reimbursement from the Liquidating Trust for reasonable and documented out-of-pocket expenses.

## 4. Liquidating Trust Proceeds Waterfall

Any Liquidating Trust Assets, including proceeds recovered from the successful prosecution or settlement of any Liquidating Trust Claims, shall be distributed in accordance with the Liquidating Trust Proceeds Waterfall and the Liquidating Trust Agreement.

# ARTICLE XI. RESERVES

If the Liquidating Trustee determine that they are required, or that it is necessary, to establish any of the reserves set forth in this Article XI, the Liquidating Trustee shall administer



such reserves in the manner established by this Article XI; provided, however, that the Liquidating Trustee (and not the Debtors) shall in all events establish and maintain the Liquidating Trust Expense Fund and GUC Disputed Claims Reserve, respectively.

**A. Establishment of Reserve Accounts**

The Liquidating Trustee shall establish each of the Distribution Reserve Accounts by either establishing a segregated account or establishing book entry accounts, in the sole discretion of the Liquidating Trustee.

**B. Undeliverable Distribution Reserve**

**1. Deposits**

If a distribution to any Holder of an Allowed Claim is returned to the Liquidating Trustee as undeliverable or is otherwise unclaimed, such distribution shall be deposited in a segregated, interest-bearing account, designated as an “Undeliverable Distribution Reserve,” for the benefit of such Holder until such time as such distribution becomes deliverable, is claimed or is deemed to have been forfeited in accordance with Article XI.B.2 of the Combined Disclosure Statement and Plan.

**2. Forfeiture**

Any Holder of an Allowed Claim that does not assert a Claim pursuant to this Combined Disclosure Statement and Plan for an undeliverable or unclaimed distribution within three months after the first distribution is made to such Holder shall be deemed to have forfeited its claim for such undeliverable or unclaimed distribution and shall be forever barred and enjoined from asserting any such claim for the undeliverable or unclaimed distribution against any Debtor, any Estate, the Liquidating Trust or their respective properties or assets unless the Bankruptcy Court orders otherwise. In such cases, any Cash or other property held by the Debtors or Liquidating Trustee in the Undeliverable Distribution Reserve for distribution on account of such claims for undeliverable or unclaimed distributions, including the interest that has accrued on such undeliverable or unclaimed distribution while in the Undeliverable Distribution Reserve, without any further action or order of the Bankruptcy Court shall promptly be transferred to the Liquidating Trust, notwithstanding any federal or state escheat laws to the contrary.

**3. Disclaimer**

Neither the Debtors, the Liquidating Trustee, nor their respective agents and attorneys are under no duty to take any action to attempt to locate any Claim Holder; provided that in his or her sole discretion, the Liquidating Trustee may periodically publish notice of unclaimed distributions.

**4. Distribution from Reserve**

Within fifteen (15) Business Days after the Holder of an Allowed Claim satisfies the requirements of this Combined Disclosure Statement and Plan, such that the distribution(s) attributable to its Claim is no longer an undeliverable or unclaimed distribution (provided that

satisfaction occurs within the time limits set forth in Article XI.B), the Liquidating Trustee shall distribute out of the Undeliverable Distribution Reserve the amount of the undeliverable or unclaimed distribution attributable to such Claim, including the interest that has accrued on such undeliverable or unclaimed distribution while in the Undeliverable Distribution Reserve.

### **C. Liquidating Trust Expense Fund**

The Liquidating Trustee shall maintain a reserve (the “**Liquidating Trust Expense Fund**”) in an amount as is reasonably necessary to pay the costs and expenses incurred or expected to be incurred by the Liquidating Trust and Liquidating Trustee in connection with administering the Liquidating Trust Assets and performing the duties set forth in the Combined Disclosure Statement and Plan and the Liquidating Trust Agreement, including, without limitation, paying the fees and expenses of the Liquidating Trustee, and attorneys, advisors, and professionals retained by the Liquidating Trust and/or Liquidating Trustee (the “**Liquidating Trust Expenses**”).

With the prior majority approval of the Liquidating Trust Advisory Board, the Liquidating Trust may borrow money or raise capital on such terms as determined by the Liquidating Trustee to fund the Liquidating Trust Expense Fund. Except for purposes of funding the Liquidating Trust Expense Fund, the Liquidating Trust shall not incur any debt.

### **D. GUC Disputed Claims Reserve**

The Liquidating Trustee may establish, for the benefit of each Holder of a Disputed General Unsecured Claim, the GUC Disputed Claims Reserve consisting of Liquidating Trust Interests in an amount equal to the Pro Rata share of distributions that would have been made to the holder of such Disputed General Unsecured Claim if it were an Allowed General Unsecured Claim in an amount equal to the lesser of (i) the liquidated amount set forth in the filed Proof of Claim relating to such Disputed General Unsecured Claim or if no Proof of Claim has been filed the liquidated amount set forth in the Schedules, (ii) the amount in which the Disputed General Unsecured Claim has been estimated by the Bankruptcy Court pursuant to section 502 of the Bankruptcy Code as constituting and representing the maximum amount in which such Claim may ultimately become an Allowed General Unsecured Claim or (iii) such other amount as may be agreed upon by the holder of such Disputed General Unsecured Claim and the Liquidating Trustee. Amounts held in the GUC Disputed Claims Reserve shall be retained by the Liquidating Trustee for the benefit of Holders of Disputed General Unsecured Claims pending determination of their entitlement thereto under the terms of the Combined Disclosure Statement and Plan. No payments or distributions shall be made with respect to all or any portion of any Disputed General Unsecured Claim pending the entire resolution thereof by Final Order or agreement between the Liquidating Trustee and the Holder of the applicable Disputed General Unsecured Claim.

At such time as a Disputed General Unsecured Claim becomes an Allowed General Unsecured Claim, the Liquidating Trustee shall distribute to the Holder thereof the distributions, if any, to which such Holder is then entitled under the Combined Disclosure Statement and Plan or Liquidating Trust Agreement. Such distribution, if any, shall be made as soon as reasonably practicable after the date that the order or judgment of the Bankruptcy Court Allowing such Disputed General Unsecured Claim becomes a Final Order or the effective date of the relevant

agreement between the Liquidating Trustee and the Holder of the applicable Disputed General Unsecured Claim.

If a Disputed General Unsecured Claim is Disallowed, in whole or in part, the Liquidating Trustee shall distribute amounts held in the GUC Disputed Claims Reserve with respect to such Claim (or, if Disallowed in part, the amounts held in the GUC Disputed Claims Reserve with respect to the Disallowed portion of such Claim) in accordance with the Liquidating Trust Proceeds Waterfall.

## **ARTICLE XII. PROCEDURES FOR RESOLVING CONTINGENT, UNLIQUIDATED, AND DISPUTED CLAIMS**

### **A. Allowance of Claims**

After the Effective Date, the Liquidating Trustee shall have and retain any and all rights and defenses the applicable Debtor had with respect to any Claim immediately before the Effective Date. Except as expressly provided in the Combined Disclosure Statement and Plan or in any order entered in the Chapter 11 Cases before the Effective Date (including the Confirmation Order), no Claim shall become an Allowed Claim unless and until such Claim is deemed Allowed under the Combined Disclosure Statement and Plan or the Bankruptcy Code, or the Bankruptcy Court has entered a Final Order, including the Confirmation Order (when it becomes a Final Order), in the Chapter 11 Cases allowing such Claim.

### **B. Claims Administration Responsibilities**

Except as otherwise specifically provided in the Combined Disclosure Statement and Plan and notwithstanding any requirements that may be imposed pursuant to Bankruptcy Rule 9019, after the Effective Date, the Liquidating Trustee shall have the authority to File and prosecute objections to Claims and shall have the sole authority, without any further notice to or action, order, or approval by the Bankruptcy Court, to (1) settle, compromise, withdraw, litigate to judgment, or otherwise resolve objections to any and all such Claims, regardless of whether such Claims are in a Class or otherwise; (2) settle, compromise, or resolve any such Disputed Claim; and (3) administer and direct the adjustment of the Claims Register to reflect any such settlements or compromises. Except as otherwise specifically provided in the Combined Disclosure Statement and Plan and notwithstanding any requirements that may be imposed pursuant to Bankruptcy Rule 9019, after the Effective Date, the Liquidating Trustee shall have the authority to File and prosecute objections to General Unsecured Claims and shall have the sole authority, without any further notice to or action, order, or approval by the Bankruptcy Court, to (1) settle, compromise, withdraw, litigate to judgment, or otherwise resolve objections to any and all such General Unsecured Claims; (2) settle, compromise, or resolve any Disputed General Unsecured Claim; and (3) administer and direct the adjustment of the Claims Register to reflect any such settlements or compromises.

**C. Estimation of Claims**

Before, on, or after the Effective Date, the Debtors or the Liquidating Trustee may (but are not required to) at any time request that the Bankruptcy Court estimate any Claim pursuant to applicable law, including, without limitation, pursuant to section 502(c) of the Bankruptcy Code for any reason, regardless of whether any party previously has objected to such Claim or whether the Bankruptcy Court has ruled on any such objection, and the Bankruptcy Court shall retain jurisdiction under 28 U.S.C. §§ 157 and 1334 to estimate any such Claim, including during the litigation of any objection to any Claim or during the pendency of any appeal relating to such objection. Notwithstanding any provision to the contrary in the Combined Disclosure Statement and Plan, a Claim that has been expunged from the Claims Register, but that either is subject to appeal or has not been the subject of a Final Order, shall be deemed to be estimated at zero dollars, unless otherwise ordered by the Bankruptcy Court. In the event that the Bankruptcy Court estimates any Claim, such estimated amount shall constitute a maximum limitation on such Claim for all purposes under the Combined Disclosure Statement and Plan (including for purposes of distributions and discharge) and may be used as evidence in any supplemental proceedings, and the Liquidating Trustee may elect to pursue any supplemental proceedings to object to any ultimate distribution on such Claim. Each of the foregoing Claims and objection, estimation, and resolution procedures are cumulative and not exclusive of one another. Claims may be estimated and subsequently compromised, settled, withdrawn, or resolved by any mechanism approved by the Bankruptcy Court.

**D. Adjustment to Claims Without Objection**

Any Claim that has been paid or satisfied, or any Claim that has been amended or superseded, may be adjusted or expunged on the Claims Register as directed by the Liquidating Trustee without an objection having to be Filed and without any further notice to or action, order, or approval of the Bankruptcy Court.

**E. Time to File Objections to Claims**

Any objections to Claims shall be Filed on or before the Claims Objection Bar Date.

**F. Disallowance of Claims**

All Proofs of Claim Filed on account of an indemnification obligation shall be deemed satisfied and expunged from the Claims Register as of the Effective Date to the extent such indemnification obligation is assumed (or honored or reaffirmed, as the case may be) pursuant to the Combined Disclosure Statement and Plan, without any further notice to or action, order, or approval of the Bankruptcy Court.

Except as otherwise provided herein or as agreed to by the Liquidating Trustee, any and all Proofs of Claim Filed after the Claims Bar Date shall be deemed Disallowed and expunged as of the Effective Date without any further notice to or action, order, or approval of the Bankruptcy Court, and Holders of such Claims may not receive any distributions on account of such Claims, unless such late Proof of Claim has been deemed timely Filed by a Final Order.

**G. Amendments to Claims**

On or after the Effective Date, a Claim may not be Filed or amended without the prior authorization of the Bankruptcy Court, or by agreement with the Liquidating Trustee and any such new or amended Claim Filed shall be deemed Disallowed in full and expunged without any further notice to or action, order, or approval of the Bankruptcy Court to the maximum extent provided by applicable law, unless otherwise ordered by the Bankruptcy Court.

**H. No Distributions Pending Allowance**

If an objection to a Claim or portion thereof is Filed, no payment or distribution provided under the Combined Disclosure Statement and Plan shall be made on account of such Claim or portion thereof unless and until such Disputed Claim becomes an Allowed Claim or unless otherwise determined by the Liquidating Trustee.

**I. Distributions After Allowance**

To the extent that a Disputed Claim ultimately becomes an Allowed Claim, distributions shall be made to the Holder of such Allowed Claim in accordance with the provisions of the Combined Disclosure Statement and Plan. As soon as reasonably practicable after the date that the order or judgment of the Bankruptcy Court allowing any Disputed Claim becomes a Final Order, the Liquidating Trustee shall provide to the Holder of such Claim the distribution to which such Holder is entitled under the Combined Disclosure Statement and Plan as of the Effective Date, less any previous distribution (if any) that was made on account of the undisputed portion of such Claim, without any interest, dividends, or accruals to be paid on account of such Claim unless required under applicable bankruptcy law or as otherwise provided herein.

**ARTICLE XIII.****SETTLEMENT, RELEASE, INJUNCTION, AND RELATED PROVISIONS****A. Term of Injunctions or Stays**

Unless otherwise provided in the Combined Disclosure Statement and Plan or the Confirmation Order, all injunctions or stays in effect in the Chapter 11 Cases pursuant to sections 105 or 362 of the Bankruptcy Code or any order of the Bankruptcy Court, and extant on the Confirmation Date (excluding any injunctions or stays contained in the Combined Disclosure Statement and Plan or the Confirmation Order) shall remain in full force and effect until the Effective Date. All injunctions or stays contained in the Combined Disclosure Statement and Plan or the Confirmation Order shall remain in full force and effect in accordance with their terms.

**B. Release of Liens**

**Except as otherwise provided in the Combined Disclosure Statement and Plan or in any contract, instrument, release or other agreement or document entered into or delivered in connection with the Combined Disclosure Statement and Plan, on the Effective Date, all Liens against the property of any Estates will be fully released, and all of the right, title and interest of any holder of such Liens, including any rights to any collateral thereunder, shall**

attach to and be enforceable solely against any net proceeds of sales or other liquidation of such assets. For the avoidance of doubt, all mortgages, deeds of trust, Liens, pledges or other security interests against any property of the Estates shall be fully released on the Effective Date without any further action of any party, including, but not limited to, further order of the Bankruptcy Court or filing updated schedules or statements typically filed pursuant to the Uniform Commercial Code.

### **C. Debtor Release**

Notwithstanding anything contained in the Combined Disclosure Statement and Plan to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed forever released by the Debtors, their respective Estates, in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other entities who may purport to assert any cause of action, by, through, for, or because of the foregoing entities, from any and all claims and Causes of Action, whether known or unknown, liquidated or unliquidated, fixed or contingent, matured or unmatured, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, including any derivative claims asserted or assertable on behalf of the Debtors or their respective Estates, that the Debtors would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in the Debtors based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof), the Sale, any securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, any Avoidance Actions (but excluding Avoidance Actions brought as counterclaims or defenses to Claims asserted against the Debtors), any intercompany transaction, the DIP Credit Documents, the Prepetition Credit Documents, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Sale Documents, the Combined Disclosure Statement and Plan, the DIP Credit Facility, the Plan Supplement, solicitation of votes on the Combined Disclosure Statement and Plan, the prepetition negotiation and settlement of Claims, the pursuit of confirmation, the pursuit of consummation, the administration and implementation of the Combined Disclosure Statement and Plan, including the distribution of property under the Combined Disclosure Statement and Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date except for Claims related to any act or omission that is determined in a final order by a court of competent jurisdiction to have constituted criminal conduct, actual fraud, willful misconduct, knowing violation of law, gross negligence or bad faith, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Combined Disclosure Statement and Plan (collectively, the "Debtor Release"). Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (i) any post-Effective Date obligations of any party or Entity under the Combined Disclosure Statement and Plan or any document, instrument, or agreement (including any documents, instruments and agreements set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan and shall not result in a release, waiver, or discharge of any of the Debtors' assumed

indemnification provisions as set forth in the Combined Disclosure Statement and Plan, or (ii) any Acquired Cause of Action.

#### **D. Exculpation**

Notwithstanding anything contained in the Combined Disclosure Statement and Plan to the contrary, no Exculpated Party shall have or incur liability for, and each Exculpated Party is released and exculpated from, any Cause of Action or any claim related to any act or omission in connection with, relating to, or arising out of, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Combined Disclosure Statement and Plan, the DIP Credit Facility, the Plan Supplement, solicitation of votes on the Combined Disclosure Statement and Plan, the pursuit of confirmation, the pursuit of consummation or the distribution of property under the Combined Disclosure Statement and Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place from the Petition Date through the Effective Date, except for Claims related to any act or omission that is determined in a final order by a court of competent jurisdiction to have constituted criminal conduct, actual fraud, willful misconduct, knowing violation of law or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Combined Disclosure Statement and Plan.

Notwithstanding anything to the contrary in the foregoing, the exculpation set forth above does not release or exculpate any Claim relating to any post-Effective Date obligations of any party or Entity under the Combined Disclosure Statement and Plan or any document, instrument, or agreement (including any documents, instruments and agreements set forth in the Plan Supplement) executed to implement the Combined Disclosure Statement and Plan.

#### **E. Non-Discharge of the Debtors; Injunction**

In accordance with Bankruptcy Code section 1141(d)(3), the Combined Disclosure Statement and Plan does not discharge the Debtors. Bankruptcy Code section 1141(c) nevertheless provides, among other things, that the property dealt with by the Combined Disclosure Statement and Plan is free and clear of all Claims and Interests against the Debtors. As a result, except as otherwise provided in the Combined Disclosure Statement and Plan or the Confirmation Order, all Entities who have held, hold, or may hold Claims, Interests, Causes of Action, or liabilities that: (a) are subject to compromise and settlement pursuant to the terms of the Combined Disclosure Statement and Plan; (b) have been released by the Debtors pursuant to the Combined Disclosure Statement and Plan; (c) are subject to exculpation pursuant to the Combined Disclosure Statement and Plan; or (d) are otherwise discharged, satisfied, stayed or terminated pursuant to the terms of the Combined Disclosure Statement and Plan, are permanently enjoined and precluded, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Released Parties, or the Exculpated Parties: (1) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or

with respect to any such Claims, Interests, or Causes of Action; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims, Interests, or Causes of Action; (3) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or Estates of such Entities on account of or in connection with or with respect to any such Claims, Interests, or Causes of Action; (4) asserting any right of setoff (other than setoffs exercised prior to the Petition Date), or subrogation of any kind against any debt, liability, or obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any Claims, Causes of Action, or Interests; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims, Interests, or Causes of Action discharged, released, exculpated or settled pursuant to the Combined Disclosure Statement and Plan.

Any Entity injured by any willful violation of such injunction may seek actual damages and, in appropriate circumstances, may seek punitive damages from the willful violator.

**F. Subordination Rights.**

Any distributions under the Combined Disclosure Statement and Plan shall be received and retained free from any obligations to hold or transfer the same to any other Holder and shall not be subject to levy, garnishment, attachment, or other legal process by any Holder by reason of claimed contractual subordination rights. Any such subordination rights shall be waived, and the Confirmation Order shall constitute an injunction enjoining any Entity from enforcing or attempting to enforce any contractual, legal, or equitable subordination rights to property distributed under the Combined Disclosure Statement and Plan, in each case other than as provided in the Combined Disclosure Statement and Plan.

**ARTICLE XIV.**

**CONDITIONS PRECEDENT TO CONFIRMATION AND THE EFFECTIVE DATE**

**A. Conditions Precedent to Confirmation**

It shall be a condition to confirmation of the Combined Disclosure Statement and Plan that the following conditions shall have been satisfied (or waived pursuant to the provisions of Article XIV.C hereof):



1. The Bankruptcy Court shall have entered an order, in form and substance reasonably acceptable to the Debtors, approving the Disclosure Statement with respect to the Combined Disclosure Statement and Plan as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.
2. The Combined Disclosure Statement and Plan, the Confirmation Order, and the Plan Documents shall be in a form and substance reasonably acceptable to the Debtors, the DIP Agent, the DIP Lenders, the DIP Lender Representative, the Prepetition Lenders, the Prepetition Agent, the Prepetition Lender Representative, and the Creditors' Committee.

**B. Conditions Precedent to the Effective Date**

It shall be a condition to the Effective Date that the following conditions shall have been satisfied (or waived pursuant to the provisions of Article XIV.C hereof):

1. The Bankruptcy Court shall have entered an order, in form and substance reasonably acceptable to the Debtors confirming the Combined Disclosure Statement and Plan pursuant to section 1129 of the Bankruptcy Code.
2. All authorizations, consents and approvals required, if any, in connection with the Combined Disclosure Statement and Plan's effectiveness shall have been obtained.
3. All actions, documents, certificates and agreements necessary to implement the Combined Disclosure Statement and Plan shall have been effected or executed and delivered to the required parties and, to the extent required, filed with the applicable Governmental Units in accordance with applicable laws, and are in form and substance, acceptable to the Debtors. All conditions precedent to the effectiveness of the Liquidating Trust Agreement shall have been satisfied or duly waived.
4. The Debtors' obligations to provide transition services and the Buyer's designation rights in connection with the Sale have terminated or otherwise expired.

**C. Waiver of Conditions**

The conditions to confirmation of the Combined Disclosure Statement and Plan and to the Effective Date of the Combined Disclosure Statement and Plan set forth in this Article XIV may be waived only by consent of the Debtors without notice, leave, or order of the Bankruptcy Court or any formal action other than proceedings to confirm or consummate the Combined Disclosure Statement and Plan.

**D. Substantial Consummation**

"Substantial Consummation" of the Combined Disclosure Statement and Plan, as defined in 11 U.S.C. § 1101(2), shall be deemed to occur on the Effective Date.

**ARTICLE XV.**  
**MODIFICATION, REVOCATION, OR WITHDRAWAL OF THE COMBINED**  
**DISCLOSURE STATEMENT AND PLAN**

**A. Modification and Amendments**

Subject to the limitations contained in the Combined Disclosure Statement and Plan, the Debtors reserve the right to modify the Combined Disclosure Statement and Plan and seek confirmation of the Combined Disclosure Statement and Plan consistent with the Bankruptcy Code and, as appropriate and to the extent allowed under the Bankruptcy Code, not resolicit votes on such modified Combined Disclosure Statement and Plan. Subject to certain restrictions and requirements set forth in section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019 and those restrictions on modifications set forth in the Combined Disclosure Statement and Plan, the Debtors expressly reserve their rights to alter, amend, or modify materially the Combined Disclosure Statement and Plan, one or more times after confirmation, and, to the extent necessary, may initiate proceedings in the Bankruptcy Court to so alter, amend, or modify the Combined Disclosure Statement and Plan, or remedy any defect or omission, or reconcile any inconsistencies in the Combined Disclosure Statement and Plan, the Disclosure Statement, or the Confirmation Order, in such matters as may be necessary to carry out the purposes and intent of the Combined Disclosure Statement and Plan.

**B. Effect of Confirmation on Modifications**

Entry of the Confirmation Order shall mean that all modifications or amendments to the Combined Disclosure Statement and Plan occurring after the solicitation thereof are approved pursuant to section 1127(a) of the Bankruptcy Code and do not require additional disclosure or resolicitation under Bankruptcy Rule 3019.

**C. Revocation or Withdrawal of the Combined Disclosure Statement and Plan**

Subject to the provisions of the DIP Credit Agreement, the Debtors reserve the right to revoke or withdraw the Combined Disclosure Statement and Plan before the Confirmation Date. If the Debtors revoke or withdraw the Combined Disclosure Statement and Plan, or if confirmation of the Combined Disclosure Statement and Plan and Consummation does not occur, then: (1) the Combined Disclosure Statement and Plan shall be null and void in all respects; (2) any settlement or compromise embodied in the Combined Disclosure Statement and Plan (including the fixing or limiting to an amount certain of any Claim or Interest or Class of Claims or Interests), assumption or rejection of Executory Contracts or Unexpired Leases effected by the Combined Disclosure Statement and Plan, and any document or agreement executed pursuant to the Combined Disclosure Statement and Plan, shall be deemed null and void; and (3) nothing contained in the Combined Disclosure Statement and Plan shall: (i) constitute a waiver or release of any Claims or Interests; prejudice in any manner the rights of the Debtors or any other Entity, including the Holders of Claims; or (iii) constitute an admission, acknowledgement, offer, or undertaking of any sort by the Debtors or any other Entity.

**ARTICLE XVI.  
RETENTION OF JURISDICTION**

Notwithstanding the entry of the Confirmation Order and the occurrence of the Effective Date, on and after the Effective Date, the Bankruptcy Court shall retain jurisdiction over the Chapter 11 Cases and all matters arising out of or related to the Chapter 11 Cases and the Combined Disclosure Statement and Plan, including jurisdiction to:

1. Allow, Disallow, determine, liquidate, classify, estimate, or establish the priority, Secured or unsecured status, or amount of any Claim, including the resolution of any request for payment of any Administrative Claim and the resolution of any and all objections to the Secured or unsecured status, priority, amount, or allowance of Claims;
2. Decide and resolve all matters related to the granting and denying, in whole or in part, any applications for allowance of compensation or reimbursement of expenses to Professionals;
3. Resolve any matters related to: (a) the assumption or rejection of any Executory Contract or Unexpired Lease and to hear, determine, and, if necessary, liquidate, any Claims arising therefrom, including Claims related to the rejection of an Executory Contract or Unexpired Lease, cure amounts pursuant to section 365 of the Bankruptcy Code, or any other matter related to such Executory Contract or Unexpired Lease and (b) any dispute regarding whether a contract or lease is or was executory or expired;
4. Ensure that distributions to Holders of Allowed Claims are accomplished pursuant to the provisions of the Combined Disclosure Statement and Plan;
5. Adjudicate, decide, or resolve any motions, adversary proceedings, contested, or litigated matters, and any other matters, and grant or deny any applications involving a Debtor that may be pending on the Effective Date;
6. Adjudicate, decide, or resolve any and all Causes of Action (including, without limitation, the Liquidating Trust Claims) and any matters related thereto;
7. Adjudicate, decide, or resolve any and all matters related to sections 1141 and 1145 of the Bankruptcy Code;
8. Enter and implement such orders as may be necessary or appropriate to execute, implement, or consummate the provisions of the Combined Disclosure Statement and Plan and all contracts, instruments, releases, indentures, and other agreements or documents created in connection with the Combined Disclosure Statement and Plan.
9. Enter and enforce any order for the sale of property pursuant to sections 363, 1123, or 1146(a) of the Bankruptcy Code;
10. Resolve any cases, controversies, suits, disputes, or Causes of Action that may arise in connection with the Consummation, interpretation, or enforcement of the Combined Disclosure

Statement and Plan or any Entity's obligations incurred in connection with the Combined Disclosure Statement and Plan;

11. Issue injunctions, enter and implement other orders, or take such other actions as may be necessary or appropriate to restrain interference by any Entity with Consummation or enforcement of the Combined Disclosure Statement and Plan;

12. Resolve any cases, controversies, suits, disputes, or Causes of Action with respect to the settlements, compromises, discharges, releases, injunctions, exculpations, and other provisions contained in Article XIII hereof and enter such orders as may be necessary or appropriate to implement or enforce such releases, injunctions, and other provisions;

13. Resolve any cases, controversies, suits, disputes, or Causes of Action with respect to the repayment or return of distributions and the recovery of additional amounts owed by the Holder of a Claim or Interest for amounts not timely repaid;

14. Enter and implement such orders as are necessary or appropriate if the Confirmation Order is for any reason modified, stayed, reversed, revoked, or vacated;

15. Determine any other matters that may arise in connection with or relate to the Combined Disclosure Statement and Plan, the Disclosure Statement, the Confirmation Order, or the Plan Supplement;

16. Adjudicate any and all disputes arising from or relating to distributions under the Combined Disclosure Statement and Plan or any transactions contemplated therein;

17. Consider any modifications of the Combined Disclosure Statement and Plan, to cure any defect or omission, or to reconcile any inconsistency in any Bankruptcy Court order, including the Confirmation Order;

18. Determine requests for the payment of Claims entitled to priority pursuant to section 507 of the Bankruptcy Code;

19. Hear and determine matters concerning state, local, and federal taxes in accordance with sections 346, 505, and 1146 of the Bankruptcy Code;

20. Hear and determine all disputes involving the existence, nature, or scope of the release provisions set forth in the Combined Disclosure Statement and Plan, including any dispute relating to any liability arising out of the termination of employment or the termination of any employee or retiree benefit program, regardless of whether such termination occurred before or after the Effective Date;

21. Enforce all orders previously entered by the Bankruptcy Court in the Chapter 11 Cases;

22. Hear any other matter not inconsistent with the Bankruptcy Code;

23. Enter an order closing the Chapter 11 Cases;
24. Enforce the injunction, release, and exculpation provisions provided in Article XIII hereof; and
25. Hear and determine all disputes involving the Liquidating Trust Agreement.

## **ARTICLE XVII. MISCELLANEOUS PROVISIONS**

### **A. Immediate Binding Effect**

Notwithstanding Bankruptcy Rules 3020(e), 6004(h), or 7062 or otherwise, upon the occurrence of the Effective Date, the terms of the Combined Disclosure Statement and Plan, the final versions of the documents contained in the Plan Supplement, and the Confirmation Order shall be immediately effective and enforceable and deemed binding upon the Debtors and any and all Holders of Claims or Interests (regardless of whether such Claims or Interests are deemed to have accepted or rejected the Combined Disclosure Statement and Plan), all Entities that are parties to or are subject to the settlements, compromises, releases, and injunctions described in the Combined Disclosure Statement and Plan, each Entity acquiring property under the Combined Disclosure Statement and Plan or the Confirmation Order, and any and all non-Debtor parties to Executory Contracts and Unexpired Leases with the Debtors. All Claims and debts shall be as fixed, adjusted, or compromised, as applicable, pursuant to the Combined Disclosure Statement and Plan regardless of whether any Holder of a Claim or debt has voted on the Combined Disclosure Statement and Plan.

### **B. Additional Documents**

On or before the Effective Date, the Debtors may File with the Bankruptcy Court such agreements and other documents as may be necessary or advisable to effectuate and further evidence the terms and conditions of the Combined Disclosure Statement and Plan. The Debtors and all Holders of Claims and Interests receiving distributions pursuant to the Combined Disclosure Statement and Plan, and all other parties in interest shall, from time to time, prepare, execute, and deliver any agreements or documents and take any other actions as may be necessary or advisable to effectuate the provisions and intent of the Combined Disclosure Statement and Plan.

### **C. Reservation of Rights**

Before the Effective Date, neither the Combined Disclosure Statement and Plan, any statement or provision contained in the Combined Disclosure Statement and Plan, nor any action taken or not taken by any Debtor with respect to the Combined Disclosure Statement and Plan, the Disclosure Statement, the Confirmation Order, or the Plan Supplement shall be or shall be deemed to be an admission or waiver of any rights of any Debtor with respect to any Claims or Interests.

**D. Successors and Assigns**

The rights, benefits, and obligations of any Entity named or referred to in the Combined Disclosure Statement and Plan or the Confirmation Order shall be binding on, and shall inure to the benefit of any heir, executor, administrator, successor, assign, affiliate, officer, director, manager, agent, representative, attorney, beneficiaries, or guardian, if any, of each Entity.

**E. Service of Documents**

All notices, requests, and demands to or upon the Debtors to be effective shall be in writing (including by facsimile transmission) and, unless otherwise expressly provided herein, shall be deemed to have been duly given or made when actually delivered or, in the case of notice by facsimile transmission, when received and telephonically confirmed, addressed as follows: counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com)) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), Nicholas E. Ballen (ballenn@gtlaw.com), and Danny Duerdoth (duerdothd@gtlaw.com)).

**F. Entire Agreement**

Except as otherwise indicated, the Combined Disclosure Statement and Plan supersedes all previous and contemporaneous negotiations, promises, covenants, agreements, understandings, and representations on such subjects, all of which have become merged and integrated into the Combined Disclosure Statement and Plan.

**G. Exhibits**

All exhibits and documents included in the Plan Supplement are incorporated into and are a part of the Combined Disclosure Statement and Plan as if set forth in full in the Combined Disclosure Statement and Plan. After the exhibits and documents are Filed, copies of such exhibits and documents shall be available upon written request to the Debtors' counsel at the address above or by downloading such exhibits and documents from the Debtors' restructuring website at <https://www.donlinrecano.com/Clients/yfhc/Index> or the Bankruptcy Court's website at <https://www.deb.uscourts.gov/>.

**H. Nonseverability of The Combined Disclosure Statement and Plan Provisions**

If, before confirmation of the Combined Disclosure Statement and Plan, any term or provision of the Combined Disclosure Statement and Plan is held by the Bankruptcy Court to be invalid, void, or unenforceable, the Bankruptcy Court shall have the power to alter and interpret such term or provision to make it valid or enforceable to the maximum extent practicable, consistent with the original purpose of the term or provision held to be invalid, void, or unenforceable, and such term or provision shall then be applicable as altered or interpreted. Notwithstanding any such holding, alteration, or interpretation, the remainder of the terms and provisions of the Combined Disclosure Statement and Plan will remain in full force and effect and will in no way be affected, impaired, or invalidated by such holding, alteration, or interpretation. The Confirmation Order

shall constitute a judicial determination and shall provide that each term and provision of the Combined Disclosure Statement and Plan, as it may have been altered or interpreted in accordance with the foregoing, is: (1) valid and enforceable pursuant to its terms; (2) integral to the Combined Disclosure Statement and Plan and may not be deleted or modified without the Debtors' consent; and (3) nonseverable and mutually dependent.

**I. Votes Solicited in Good Faith**

Upon entry of the Confirmation Order, the Debtors will be deemed to have solicited votes on the Combined Disclosure Statement and Plan in good faith and in compliance with the Bankruptcy Code, and, pursuant to section 1125(e) of the Bankruptcy Code, the Debtors and each of their respective Affiliates, agents, representatives, members, principals, shareholders, officers, directors, managers, employees, advisors, and attorneys will be deemed to have participated in good faith and in compliance with the Bankruptcy Code in the offer, issuance, sale, and purchase of Securities offered and sold under the Combined Disclosure Statement and Plan and any previous plan, and, therefore, neither any of such parties or individuals or the Debtors will have any liability for the violation of any applicable law (including the Securities Act), rule, or regulation governing the solicitation of votes on the Combined Disclosure Statement and Plan or the offer, issuance, sale, or purchase of the Securities offered and sold under the Combined Disclosure Statement and Plan and any previous plan.

**J. Waiver and Estoppel.**

Each Holder of a Claim or Interest shall be deemed to have waived any right to assert any argument, including the right to argue that its Claim or Interest should be Allowed in a certain amount, in a certain priority, Secured, or not subordinated by virtue of an agreement made with the Debtors or their counsel, or any other Entity, if such agreement was not disclosed in the Combined Disclosure Statement and Plan, the Plan Documents, or papers Filed before the Confirmation Date.

*[Remainder of page intentionally left blank.]*

Respectfully submitted, as of the date set forth above,

Youfit Health Clubs, LLC  
on behalf of itself and all other Debtors

By /s/ Brian Gleason  
Name: Brian Gleason  
Titles: Chief Restructuring Officer  
and Authorized Person



**APPENDIX A**

**Form Liquidating Trust Agreement**

**[To be included in Plan Supplement]**

**APPENDIX B**

**Identity and Compensation of Liquidating Trustee**

**[To be included in Plan Supplement]**

**Appendix C**

**Liquidation Analysis**

### **Liquidation Analysis**

This Liquidation Analysis<sup>1</sup> has been prepared assuming that the Debtors hypothetically liquidate under a chapter 7 plan of liquidation. It is assumed that the Bankruptcy Court would appoint a chapter 7 trustee (the “**Chapter 7 Trustee**”) on the date of conversion of these Chapter 11 Cases to cases under chapter 7 to oversee the liquidation of the Debtors’ Estates.

This Liquidation Analysis has not been examined or reviewed by independent accountants in accordance with standards promulgated by the American Institute of Certified Public Accountants. Although the Debtors consider the estimates and assumptions set forth herein to be reasonable under the circumstances, such estimates and assumptions are inherently subject to significant uncertainties and contingencies beyond the Debtors’ control. Accordingly, there can be no assurance that the results set forth by this Liquidation Analysis would be realized if the Debtors were actually liquidated pursuant to chapter 7 of the Bankruptcy Code, and actual results in such a case could vary materially from those presented herein, and distributions available to Holders of Claims and Interests could differ materially from the projected recoveries set forth by this Liquidation Analysis.

THIS LIQUIDATION ANALYSIS IS A HYPOTHETICAL EXERCISE THAT HAS BEEN PREPARED FOR THE SOLE PURPOSE OF PRESENTING A REASONABLE, GOOD FAITH ESTIMATE OF THE PROCEEDS THAT WOULD BE REALIZED IF THE DEBTORS WERE LIQUIDATED IN ACCORDANCE WITH CHAPTER 7 OF THE BANKRUPTCY CODE AS OF THE CONVERSION DATE. THIS LIQUIDATION ANALYSIS IS NOT INTENDED AND SHOULD NOT BE USED FOR ANY OTHER PURPOSE. THIS LIQUIDATION ANALYSIS DOES NOT PURPORT TO BE A VALUATION OF THE DEBTORS’ ASSETS AS A GOING CONCERN AND THERE MAY BE A SIGNIFICANT DIFFERENCE BETWEEN THE VALUES AND RECOVERIES REPRESENTED IN THIS LIQUIDATION ANALYSIS AND THE VALUES THAT MAY BE REALIZED OR CLAIMS GENERATED IN AN ACTUAL LIQUIDATION.

NOTHING CONTAINED IN THIS LIQUIDATION ANALYSIS IS INTENDED TO BE, OR CONSTITUTES, A CONCESSION, ADMISSION, OR ALLOWANCE OF ANY CLAIM BY THE DEBTORS. THE ACTUAL AMOUNT OR PRIORITY OF ALLOWED CLAIMS IN THE CHAPTER 11 CASES OR IN ANY SUBSEQUENT CHAPTER 7 CASES COULD MATERIALLY DIFFER FROM THE ESTIMATED AMOUNTS SET FORTH AND USED IN THIS LIQUIDATION ANALYSIS. THE DEBTORS RESERVE ALL RIGHTS TO SUPPLEMENT, MODIFY, OR AMEND THE ANALYSIS SET FORTH HEREIN.

The Debtors have determined, as summarized in the following analysis, that confirmation of the Combined Disclosure Statement and Plan will provide Holders of Claims and Interests with a recovery that is not less than what they would otherwise receive if the Debtors were liquidated under chapter 7 of the Bankruptcy Code.

---

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation of YouFit Health Clubs, LLC and its Debtor Affiliates (the “**Combined Disclosure Statement and Plan**”).

**YouFit Health Clubs**  
**Illustrative Liquidation Analysis**

	<u>Chapter 7</u>	<u>Chapter 11</u>	
<b><u>Available Assets</u></b>			
Liquidation Trust Funding	\$ -	\$ 200,000	(1)
Liquidation Trust Claims	N/A	Unknown	(2)
<b>Total Available Assets</b>	<b>\$ -</b>	<b>\$ 200,000</b>	
<b><u>Expenses/Admin Claims</u></b>			
Ch 7/Liquidating Trustee	\$ (50,000) (7)	\$ (50,000)	(3)
DIP Lender Claims (9)	\$ (17,700,000)		
<b>Potential Net Recovery</b>	<b>\$ - (8)</b>	<b>\$ 150,000</b>	(4)
<b><u>Claims Pool</u></b>			
Gross General Unsecured Claims	\$ 20,000,000	\$ 20,000,000	(5)
Lender Claims (9)	N/A	\$ 17,700,000	(6)
<b>Gross Creditor Claims</b>	<b>\$ 20,000,000</b>	<b>\$ 37,700,000</b>	
<b>Recovery Percentage</b>	0.00%	0.40%	(4)

(1) This is an estimate of the Liquidating Trust Funding Amount. This estimate is net of any Allowed Administrative Claims and Allowed Priority Claims to be paid out of the Wind Down Amount and Professional Fee Excess Amount. The actual amount could be higher or lower depending on such Allowed Administrative Claims and Allowed Priority Claims; there is no assurance that there will be any funding available to the Liquidating Trust.

(2) Pursuant to the terms of the Creditors' Committee Settlement, in a Chapter 7, the Liquidating Trust Claims would revert to the Buyer as an Acquired Asset and, thus, would not be available to creditors. As to an estimated recovery under the Plan, while the face amount of Transfers that may be subject to the Liquidating Trust Claims is approximately \$12,500,0000, the Debtors have not done a substantive investigation into the Liquidating Trust Claims, nor an analysis of any potential defenses thereto. Therefore, the Debtors cannot estimate the ultimate recovery, if any, on account of such claims.

(3) For the purposes of the estimate of the Liquidation Trust Expenses, the Debtors have assumed that the Liquidation Trust Claims will be pursued on a contingency-fee basis and, thus, have not included in the expense estimate any attorneys' fees related to the pursuit of those claims.

(4) This recovery estimate is for illustration purposes only and is dependent on, among other things, the ultimate recovery, if any, on the account of the Liquidation Trust Claims. To the extent there is a recovery on account of such claims, the recovery will be higher. There is no assurance that there will be any recovery. Net recovery will be allocated amount Class 3 and Class 4 pursuant to the Class 3 and Class 4 allocation.

(5) Estimate of the Amount of Class 4 Claims.

(6) Estimate of the amount of Lender Claims.

(7) An estimate for the potential incremental expenses in a Chapter 7 are included. However, since no assets are expected to be available, there would be no source of payment of such expenses.

(8) Recovery in Chapter 7 is expected to be \$0 since no assets are expected to be available for unsecured creditors in a Chapter 7.

(9) As of the Closing of the Sale, there are approximately \$17.7 million of DIP Lender Claims. In connection with the Creditors' Committee Settlement, the DIP Lender Claims will be fully satisfied under the Plan through the treatment afforded on account of the Class 3 Claims. However, in a Chapter 7, the DIP Lenders' Claims would need to be paid in full before unsecured creditors would be entitled to any recovery.

## EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**NOTICE OF (I) INTERIM APPROVAL OF THE DISCLOSURE STATEMENT,  
(II) ESTABLISHMENT OF SOLICITATION AND VOTING PROCEDURES,  
(III) DEADLINE FOR VOTING ON THE PLAN, (IV) FINAL COMBINED HEARING  
ON APPROVAL OF THE DISCLOSURE STATEMENT AND CONFIRMATION OF  
THE PLAN, AND (V) DEADLINE FOR FILING OBJECTIONS THERETO**

**PLEASE TAKE NOTICE THAT** on March 2, 2021, the Debtors filed the *Proposed Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation* [Docket No. 788] (as may be further modified, amended, or supplemented, the “**Combined Plan and Disclosure Statement**”)<sup>2</sup> and on March 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. 801] (the “**Order**”) approving, on an interim basis, the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the Order, the following dates and deadlines related to the Plan have been approved:

Event	Date or Deadline
Entry of Proposed Order	March 4, 2021
Voting Record Date	March 4, 2021
Solicitation/Service Deadline	March 12, 2021

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in the Chapter 11 Cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of the Chapter 11 Cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

<sup>2</sup> Capitalized terms used but otherwise not defined in this Objection Deadline and Hearing Notice have the meanings ascribed to them in the Combined Plan and Disclosure Statement or the Order.

Event	Date or Deadline
Voting Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Initial Administrative Expense Claims Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Disclosure Statement and Plan Objection Deadline; Deadline for 3018 Motions	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Filing (i) Balloting Report; (ii) Consolidated Reply to Objections; (iii) Responses to 3018 Motions; and (iv) Proposed Form of Confirmation Order	April 19, 2021, at 4:00 p.m. (prevailing Eastern Time) <sup>9</sup>
Combined Hearing on Approval of Disclosure Statement and Confirmation of the Plan	April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the Order, the Court has established **March 4, 2021** as the record date (the “**Voting Record Date**”) for determining which Holders of Allowed Prepetition Lender Claims in Class 3 and Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. **If you are receiving this Notice, but do not also receive a Ballot for voting on the Plan, it is because the Debtors has determined that, as of the Voting Record Date, you do not hold a claim that is entitled to vote on the Plan.**

**PLEASE TAKE FURTHER NOTICE THAT** the deadline to vote to accept or reject the Plan is **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”). The Balloting Agent must **receive** your Ballot with an original signature by the Voting Deadline, otherwise your vote will not be counted. In order for your Ballot to count, you must (1) properly complete, date, and execute the Ballot and (2) deliver the Ballot to the Balloting Agent by either mail, overnight courier, or personal delivery, or via the electronic voting procedures described in the Ballot and accompanying Instructions, so that the Ballots are **actually received** by the Balloting Agent no later than the Voting Deadline.

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the Order, on **April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the “**Combined Hearing**”) will be held before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801, to consider confirmation of the Plan and approval of its disclosure provisions on a final basis. The Combined Hearing may be adjourned from time to time without further notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law,



without further notice, prior to, or as a result of, the Combined Hearing.

**PLEASE TAKE FURTHER NOTICE THAT** any objection, comment, or response to confirmation of the Plan or approval of the Disclosure Statement on a final basis, including any supporting memoranda, must be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “Confirmation Objection Deadline”) and must (i) be in writing, (ii) state the name and address of the objecting party, (iii) state the amount and nature of the claim or interest of such party, (iv) state with particularity the basis and nature of any objection to the Plan or approval of the Disclosure Statement on a final basis, and (v) be served so as to be received by the following parties on or before the Confirmation Objection Deadline on: (i) counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors’ prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hklaw.com), Phillip W. Nelson (phillip.nelson@hklaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hklaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)).

**DISCLOSURE STATEMENT AND CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.**

**PLEASE TAKE FURTHER NOTICE THAT** copies of the Combined Plan and Disclosure Statement, the Order, additional materials in the Chapter 11 Cases may be obtained free of charge at <https://www.donlinrecano.com/Clients/yfhc/Index> (or viewed on the Internet, for a fee, at the Court’s website <http://www.deb.uscourts.gov> by following the directions for accessing the ECF system on such website). Parties in interest may also request copies of the Combined Plan and Disclosure Statement from the Balloting Agent at [DRCVote@DonlinRecano.com](mailto:DRCVote@DonlinRecano.com). **Please note that the Balloting Agent is not permitted to give legal advice.**

Dated: March 9, 2021  
Wilmington, Delaware

**GREENBERG TRAURIG, LLP**

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: (302) 661-7000  
Facsimile: (302) 661-7360  
Email: melorod@gtlaw.com

- and -

Nancy A. Peterman (admitted *pro hac vice*)  
Eric Howe (admitted *pro hac vice*)  
Nicholas E. Ballen (admitted *pro hac vice*)  
77 West Wacker Dr., Suite 3100  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435  
Email: petermann@gtlaw.com  
howee@gtlaw.com  
ballenn@gtlaw.com

*Counsel for the Debtors  
and Debtors in Possession*

## EXHIBIT C

«SEQ»

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING  
THE PROPOSED COMBINED DISCLOSURE STATEMENT  
AND CHAPTER 11 PLAN OF LIQUIDATION**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the *Proposed Combined Disclosure Statement* (the “**Disclosure Statement**”) and *Amended Chapter 11 Plan of Liquidation* (the “**Plan**”) [Docket No. 788] (as it may be further amended, supplemented or modified from time to time pursuant to the terms thereof, (the “**Combined Plan and Disclosure Statement**”) on March 2, 2021.

On **March 4, 2021** (the “**Record Date**”), the Court entered an order approving the Disclosure Statement on an interim basis and approving certain notice and voting procedures on the Plan [Docket No. 801]. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Combined Plan and Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a copy of the Combined Plan and Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) through the case website at <https://www.donlinrecano.com/Clients/yfhc/Index> or by emailing [DRCVote@DonlinRecano.com](mailto:DRCVote@DonlinRecano.com).

The Plan identifies seven (7) classes of claims against and interests in the Debtors. Only Record Date Holders of Prepetition Lender Claims in Class 3 and of Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. This Ballot is to be used by Record Date Holders of Prepetition Lender Claims in Class 3 only.

**You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 3 under the Plan. Only Holders of Allowed Prepetition Lender Claims in Class 3 as of the Record Date or Allowed General Unsecured Claims in Class 4 as of the Record Date may vote to accept or reject the Plan.**

**If your Ballot is not actually received by the Balloting Agent on or before 4:00 p.m. (prevailing Eastern Time) on April 12, 2021, your vote will not count as either an**



<sup>1</sup> The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in the Chapter 11 Cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of the Chapter 11 Cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

«SEQ»

**acceptance or rejection of the Plan.****If the Plan is confirmed by the Court, it will be binding on you whether or not you vote.****ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the Record Date Holder of (an) Allowed Class 3 Claim(s) against the Debtor,

in the unpaid amount of: **«v amt c»***Check one box only*

<input type="checkbox"/> <b>ACCEPTS THE PLAN</b> 	<input type="checkbox"/> <b>REJECTS THE PLAN</b> 
---	---

Dated

Name of creditor holding claim

Signature

Print or type name

Title (if applicable)

Street Address

City, State, Zip Code

**Please mail this Ballot according to the Instructions on the following page or vote electronically on the website maintained by the Balloting Agent according to the Instructions on the following page.**

(abs) (a/r) 

«SEQ»

**VOTING INSTRUCTIONS**

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Combined Plan and Disclosure Statement.

2. This Ballot relates to your claim(s) as a Class 3 creditor of the Debtor. Class 3 creditors entitled to vote on the Plan are holders of Prepetition Lender Claims as of the Record Date. All creditors in Class 3 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope to the following addresses or vote electronically as described in Paragraph 3 below:

<b>If sent by United States Postal Service, send to:</b> Donlin, Recano & Company, Inc. Re: YouFit Health Clubs, LLC, et al. P.O. Box 199043, Blythebourne Station Brooklyn, NY 11219	<b>If sent by Hand Delivery or Overnight Delivery, send to:</b> Donlin, Recano & Company, Inc. Re: YouFit Health Clubs, LLC, et al. 6201 15th Avenue Brooklyn, NY 11219
---	---

Only Record Date Holders of Allowed Prepetition Lender Claims in Class 3 or of Allowed General Unsecured Claims in Class 4 may vote, and any vote by such a Record Date Holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided above.

3. You may also submit your Ballot via the online portal (the “**Online Portal**”) at <https://www.donlinrecano.com/Clients/yfhc/vote>. Please make sure to follow the instructions at the Online Portal to submit your Ballot.

**IMPORTANT NOTE:** You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: **«EballotID»**

The Online Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted. Ballots sent to the Debtors or the Bankruptcy Court will not be counted.

Questions about ballots can be emailed to [DRCVote@DonlinRecano.com](mailto:DRCVote@DonlinRecano.com).

4. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted.

5. Any Ballot not bearing an original signature or electronic signature will not be counted. Any Ballot submitted by facsimile will not be counted. Any Ballot not indicating a vote to accept or to reject the Plan will not be counted.

6. To have your voted counted, your Ballot must be received by **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”) at one of the addresses above or via the electronic voting procedure described above.

7. If a Ballot is received after the Voting Deadline, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE CONTACT THE BALLOTING AGENT AT [DRCVOTE@DONLINRECANO.COM](mailto:DRCVOTE@DONLINRECANO.COM).**

«SEQ»

**RE: YOFIT HEALTH CLUBS, LLC, *et al.***

□□□□□□□□

«barhuman» («seq»/«pclass»)

«11»

«12»

«13»

«14»

«15»

«16»

BID: «ballotid»

□□□□□□□□

## EXHIBIT D



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**NOTICE OF DEADLINE FOR REQUESTS FOR ALLOWANCE  
OF INITIAL ADMINISTRATIVE EXPENSE CLAIMS**

The chapter 11 bankruptcy cases concerning the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) were filed on November 9, 2020 (the “**Petition Date**”). You may be the holder of an administrative expense claim that arose or accrued between the Petition Date and March 4, 2021 (an “**Initial Administrative Expense Claim**”). On March 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) entered an order [Docket No. 801] (the “**Order**”) providing that holders of Initial Administrative Expense Claims must file a request for allowance of such claims by submitting the form attached as **Exhibit 5** to the Order (the “**Administrative Expense Claims Form**”), available at <https://www.donlinrecano.com/Clients/yfhc/Static/administrativeexpense>, to the Balloting Agent pursuant to the following procedures so as to be **actually received** by no later than **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Initial Administrative Expense Claim Deadline**”):

- a. Any request for the allowance of an Initial Administrative Expense Claim must: (i) be signed; (ii) be written in the English language; (iii) be denominated in currency of the United States; (iii) conform substantially to the Administrative Expense Claim Form attached as **Exhibit 5** to the Order; (iv) be submitted with copies of supporting documents (or a summary if voluminous) or an explanation of why such documents are not available; and (v) specify the Debtor, by name and case number, against which the request for allowance is asserted.
- b. Each Administrative Expense Claim Form must relate to a claim against only one Debtor. To the extent an Administrative Expense Claim Form fails to specify a single Debtor against which the request for allowance is asserted, and instead lists multiple Debtors on its face, the Debtors may treat such Administrative Expense Claim Form as if it had only been filed against the first-

---

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in the Chapter 11 Cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of the Chapter 11 Cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

listed Debtor. In addition, the Debtors may treat an Administrative Expense Claim Form filed under the case number for the lead case in these jointly-administrated cases (Case No. 20-12841) as if it had only been filed against the Debtor in the lead case, *viz.*, YouFit Health Clubs, LLC.

- c. Requests for allowance of Initial Administrative Expense Claims will be deemed timely made only if **actually received** by the Balloting Agent on or before the Initial Administrative Expense Claim Deadline either: (i) if by U.S. Mail, Donlin, Recano & Company, Inc., Re: YouFit Health Clubs, LLC, et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219; (ii) if by hand delivery or overnight mail, Donlin, Recano & Company, Inc., Re: YouFit Health Clubs, LLC, et al., 6201 15th Avenue, Brooklyn, NY 11219; or (iii) electronically using the interface available on the website maintained by the Balloting Agent in the Chapter 11 Cases (<https://www.donlinrecano.com/Clients/yfhc/FileAdmExpenseClaim>). **Requests for allowance of Initial Administrative Expense Claims made by any other means, including, but not limited to, facsimile, telecopy, or email, will not be accepted.**

**Pursuant to Bankruptcy Rule 3003(c)(2), any holder of an Initial Administrative Expense Claim who fails to make a request for allowance of such claim by the Initial Administrative Expense Deadline according to the procedures set forth in the Order shall not be treated as a creditor with respect to such claim for the purposes of any distributions pursuant to the Plan on account of such claim and of further notices, if any, regarding such claim.**

Notwithstanding the foregoing, the following persons and entities are *not* required to make requests for allowance of Initial Administrative Expense Claims by or before the Initial Administrative Expense Claim Deadline:

- a. None of the DIP Agent, the DIP Lenders, or YF FC Acquisition LLC (the “**Buyer**”) shall be required to file proofs of claim in these chapter 11 cases to maintain or assert their respective claims for payment or satisfaction of any obligations arising on or after November 9, 2020 and by or before March 4, 2021, and arising under (1) the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507, Bankruptcy Rules 2002, 4001, 6004 and 9014 and Local Bankruptcy Rule 4001-2 (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors’ Limited Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, and (IV) Granting Related Relief* [Docket No. 231] (as amended, restated, supplemented, or otherwise modified from time to time, the “**Final DIP Order**”)<sup>2</sup>, including, without limitation, on account of Adequate Protection, (2) any other DIP Credit Documents, (3) the Sale Order, or (4) the Asset Purchase Agreement, dated November 10, 2020, by and between the

<sup>2</sup>

All defined terms in this Paragraph (a) shall have the meanings ascribed to them in the Final DIP Order.

Debtors and the Buyer (as amended by that certain First Amendment to Asset Purchase Agreement, dated as of December 4, 2020, and as the same may be further amended, restated, supplemented, or otherwise modified from time to time) attached to the Sale Order, each as applicable; *provided, however*, that the DIP Agent on its behalf and the behalf of the DIP Agent and the DIP Lenders and the Buyer on its own behalf are authorized, but not required, to file a master proof of claim on account of their respective claims against the Debtors;

- b. Any person or entity who has already properly made a request for allowance of an Initial Administrative Expense Claim in the Chapter 11 Cases as of the date of the entry of the Order;
- c. Any holder of an administrative expense claim that arose or accrued after the later of March 4, 2021 or the date of the entry of the Order;
- d. Any holder of an Initial Administrative Expense Claim that has already been paid in full by the Debtors pursuant to the Bankruptcy Code or an order of the Court in the Chapter 11 Cases, as applicable;
- e. Any holder of a claim by a Debtor against another Debtor, with respect to such claim;
- f. Any holder of a claim for or relating to professional fees and costs for services rendered to the Debtors or the Creditors' Committee in the Chapter 11 Cases pursuant to an order of the Court approving the retention or employment of such person or entity as a professional in the Chapter 11 Cases;
- g. Any holder of an administrative expense claim for which a separate deadline is or has been fixed by an order of the Court; and
- h. Any holder of an administrative expense claim that has been allowed by an order of the Court entered on or before the Initial Administrative Expense Claim Deadline.

If you are asserting an Initial Administrative Expense Claim against more than one Debtor, you must submit separate Administrative Expense Claim Forms with respect to each such Debtor and you must identify on the Administrative Expense Claim Form the specific Debtor against which such Claim is asserted and the case name applicable to such Debtor. A list of the names of the Debtors and their case numbers follows:

<b><u>Jointly Administered Cases</u></b>	<b><u>Case No.</u></b>
You Fit, LLC [ <i>You Fit Health Clubs</i> ]	20-12842 (MFW)
Three B-Fit, LLC [ <i>Three B-Fit, Inc. (Enterprises, Inc.)</i> ]	20-12843 (MFW)
YF Arizona LLC	20-12844 (MFW)
YF Concord, LLC [ <i>YF Concord, Inc.</i> ]	20-12845 (MFW)
YF Gateway, LLC	20-12846 (MFW)
YF Greenacres, LLC [ <i>YF Greenacres, Inc.</i> ]	20-12847 (MFW)
YF Hammock LLC	20-12848 (MFW)
YF Lago Mar, LLC [ <i>YF Lago Mar, Inc.</i> ]	20-12849 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
YF Land O Lakes, LLC [ <i>YF Land O Lakes, Inc.</i> ]	20-12850 (MFW)
YF Pine Island, LLC [ <i>YF Pine Island, Inc.</i> ]	20-12851 (MFW)
YF Randallstown, LLC [ <i>You Fit Health Clubs</i> ]	20-12852 (MFW)
YF Unigold, LLC [ <i>YF Unigold, Inc.</i> ]	20-12853 (MFW)
You Fit Nine, LLC [ <i>You Fit Nine, Inc.</i> ]	20-12854 (MFW)
You Fit Seven, LLC [ <i>You Fit Seven, Inc.</i> ]	20-12855 (MFW)
B-Fit Health Club, LLC	20-12856 (MFW)
Five B-Fit, LLC [ <i>Five B-Fit, Inc.</i> ]	20-12857 (MFW)
Four B-Fit, LLC [ <i>You Fit Clubs; Four B-Fit, Inc.</i> ]	20-12858 (MFW)
Six B-Fit LLC [ <i>You Fit Health Clubs; Six B-Fit, Inc.</i> ]	20-12859 (MFW)
South Florida Health and Fitness, Inc. [ <i>You Fit Health Clubs</i> ]	20-12860 (MFW)
YF Bethanny, LLC	20-12861 (MFW)
YF Boynton Mall, LLC [ <i>YF Boynton Mall, Inc.</i> ]	20-12862 (MFW)
YF Carrollwood, LLC [ <i>YF Carrollwood, Inc.</i> ]	20-12863 (MFW)
YF Coral Way II, LLC	20-12864 (MFW)
YF Coral Way, LLC	20-12865 (MFW)
YF Dania Pointe LLC	20-12866 (MFW)
YF Deerfield, LLC [ <i>You Fit Health Clubs</i> ]	20-12867 (MFW)
YF Douglasville, LLC [ <i>YF Douglasville, Inc.</i> ]	20-12868 (MFW)
YF Flagler LLC	20-12869 (MFW)
YF Gilbert North, LLC	20-12870 (MFW)
YF Hialeah, LLC	20-12871 (MFW)
YF Hollywood LLC [ <i>YF Hollywood, Inc.</i> ]	20-12872 (MFW)
YF Huntsville, LLC [ <i>You Fit Health Club</i> ]	20-12873 (MFW)
YF Kendall, LLC [ <i>You Fit Health Club; YF Kendall, Inc.</i> ]	20-12874 (MFW)
YF Lafayette Place, LLC [ <i>YF Lafayette Place, Inc.</i> ]	20-12875 (MFW)
YF Lantana, LLC [ <i>Fit Health Clubs</i> ]	20-12876 (MFW)
YF Largo Plaza LLC	20-12877 (MFW)
YF Lauderdale Lakes, LLC [ <i>You Fit Health Clubs</i> ]	20-12878 (MFW)
YF Loch Raven LLC	20-12879 (MFW)
YF Margate, LLC [ <i>YF Margate, Inc.</i> ]	20-12880 (MFW)
YF Miami 110th LLC	20-12881 (MFW)
YF Miami Gardens, LLC	20-12882 (MFW)
YF Noles, LLC [ <i>YF Noles, Inc.</i> ]	20-12883 (MFW)
YF North Lauderdale, LLC	20-12884 (MFW)
YF North Port, LLC [ <i>YF North Port, Inc.</i> ]	20-12885 (MFW)
YF Okeechobee, LLC [ <i>YF Okeechobee, Inc.</i> ]	20-12886 (MFW)
YF Olney, LLC [ <i>You Fit Health Clubs; YFHC</i> ]	20-12887 (MFW)
YF Parkland, LLC [ <i>YF Parkland, Inc.</i> ]	20-12888 (MFW)
YF Pines Boulevard, LLC [ <i>YF Pines Boulevard, Inc.</i> ]	20-12889 (MFW)
YF Pompano LLC [ <i>YF Pompano, Inc.</i> ]	20-12890 (MFW)
YF Port Charlotte, LLC [ <i>YF Port Charlotte, Inc.</i> ]	20-12891 (MFW)
YF Quail Roost, LLC	20-12892 (MFW)
YF Racetrack, LLC [ <i>YF Racetrack, Inc.</i> ]	20-12893 (MFW)
YF Rhode Island, LLC	20-12894 (MFW)
YF Riverdale, LLC	20-12895 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
YF Sandalfoot, LLC [ <i>You Fit Health Clubs</i> ]	20-12896 (MFW)
YF Scottsdale, LLC [ <i>YF Scottsdale, Inc.</i> ]	20-12897 (MFW)
YF Shiloh, LLC [ <i>YF Shiloh, Inc.</i> ]	20-12898 (MFW)
YF Singleton, LLC [ <i>YF Singleton, Inc.</i> ]	20-12899 (MFW)
YF Spring Creek, LLC	20-12900 (MFW)
YF Suwanee, LLC [ <i>YF Suwanee, Inc.</i> ]	20-12901 (MFW)
YF Town Center, LLC [ <i>YF Town Center, Inc.</i> ]	20-12902 (MFW)
YF University Village, LLC	20-12903 (MFW)
YF Venice, LLC [ <i>YF Venice, Inc.</i> ]	20-12904 (MFW)
YF Wellington, LLC [ <i>YF Wellington, Inc.</i> ]	20-12905 (MFW)
YF West Cobb, LLC	20-12906 (MFW)
YF Weston LLC [ <i>YF Weston, Inc.</i> ]	20-12907 (MFW)
You Fit Eight, LLC [ <i>You Fit Eight, Inc.</i> ]	20-12908 (MFW)
You Fit Pinellas Park, LLC	20-12909 (MFW)
You Fit-One, LLC [ <i>You Fit-One, Inc.</i> ]	20-12910 (MFW)
Lime Time, LLC	20-12911 (MFW)
Seven B-Fit, LLC [ <i>Seven B-Fit, Inc.</i> ]	20-12912 (MFW)
YF Admin, LLC	20-12913 (MFW)
YF Aurora, LLC	20-12914 (MFW)
YF Bethany Towne Center, LLC [ <i>YF Bethany Towne Center, Inc.</i> ]	20-12915 (MFW)
YF Buford, LLC [ <i>YF Buford, Inc.</i> ]	20-12916 (MFW)
YF Cactus Village, LLC [ <i>YF Cactus Village, Inc.</i> ]	20-12917 (MFW)
YF Chandler South, LLC [ <i>YF Chandler South, LLC</i> ]	20-12918 (MFW)
YF Duluth, LLC	20-12919 (MFW)
YF Dunwoody, LLC [ <i>YF Dunwoody, Inc.</i> ]	20-12920 (MFW)
YF East Fowler, LLC [ <i>YF East Fowler, Inc.</i> ]	20-12921 (MFW)
YF Ethan, LLC	20-12922 (MFW)
YF Fulton Ranch, LLC	20-12923 (MFW)
YF Germantown, LLC	20-12924 (MFW)
YF Gilbert South, LLC	20-12925 (MFW)
YF Gilbert, LLC	20-12926 (MFW)
YF Glendale, LLC	20-12927 (MFW)
YF Group A, LLC	20-12928 (MFW)
YF Hancock, LLC [ <i>YF Hancock, Inc.</i> ]	20-12929 (MFW)
YF Hialeah-Okeechobee Rd., LLC	20-12930 (MFW)
YF Horizon, LLC [ <i>YF Horizon, Inc.</i> ]	20-12931 (MFW)
YF Killian, LLC	20-12932 (MFW)
YF Lauderhill, LLC	20-12933 (MFW)
YF Lynnwood, LLC [ <i>You Fit Health Clubs</i> ]	20-12934 (MFW)
YF Mesa, LLC	20-12935 (MFW)
YF Mesquite, LLC	20-12936 (MFW)
YF Mount Clare, LLC [ <i>You Fit Health Clubs</i> ]	20-12937 (MFW)
YF Murrieta, LLC	20-12938 (MFW)
YF New Port Richey, LLC	20-12939 (MFW)
YF North Point, LLC [ <i>YF North Point, Inc.</i> ]	20-12940 (MFW)
YF Oak Hill, LLC [ <i>You Fit Health Clubs</i> ]	20-12941 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
YF Palm Bay, LLC	20-12942 (MFW)
YF Paradise Square LLC	20-12943 (MFW)
YF Rockwell, LLC	20-12944 (MFW)
YF SE FLA, LLC	20-12945 (MFW)
YF Shea, LLC [ <i>YF Shea, Inc.</i> ]	20-12946 (MFW)
YF Shelby, LLC [ <i>YF Shelby, Inc.</i> ]	20-12947 (MFW)
YF Southaven, LLC	20-12948 (MFW)
YF Tamarac LLC	20-12949 (MFW)
YF Thornton Plaza, LLC	20-12950 (MFW)
YF West Brandon, LLC [ <i>YF West Brandon, Inc.</i> ]	20-12951 (MFW)
YF West Valley, LLC	20-12952 (MFW)
You Fit Cryoskin, LLC	20-12953 (MFW)
You Fit Enterprises, LLC	20-12954 (MFW)
You Fit Five, LLC [ <i>You Fit Five, Inc.</i> ]	20-12955 (MFW)
You Fit Four, LLC [ <i>YF Four, LLC; You Fit Four, Inc.</i> ]	20-12956 (MFW)
You Fit Six, LLC	20-12957 (MFW)
You Fit Spa, LLC	20-12958 (MFW)
You Fit-Three, LLC [ <i>You Fit-Three, Inc.</i> ]	20-12959 (MFW)
You Fit-Two, LLC	20-12960 (MFW)

If you require additional information regarding this Notice, you may contact the Balloting Agent at 212-771-1128 or by email at [yfhcinfo@donlinrecano.com](mailto:yfhcinfo@donlinrecano.com). **Please note that the Balloting Agent is not permitted to give legal advice.**

*[Remainder of This Page Intentionally Left Blank]*

Dated: March 9, 2021  
Wilmington, Delaware

**GREENBERG TRAURIG, LLP**

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: (302) 661-7000  
Facsimile: (302) 661-7360  
Email: melorod@gtlaw.com

- and -

Nancy A. Peterman (admitted *pro hac vice*)  
Eric Howe (admitted *pro hac vice*)  
Nicholas E. Ballen (admitted *pro hac vice*)  
77 West Wacker Dr., Suite 3100  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435  
Email: petermann@gtlaw.com  
      howee@gtlaw.com  
      ballenn@gtlaw.com

*Counsel for the Debtors  
and Debtors in Possession*

## EXHIBIT E



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING  
THE PROPOSED COMBINED DISCLOSURE STATEMENT  
AND CHAPTER 11 PLAN OF LIQUIDATION**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the *Proposed Combined Disclosure Statement* (the “**Disclosure Statement**”) and *Amended Chapter 11 Plan of Liquidation* (the “**Plan**”) [Docket No. 788] (as it may be further amended, supplemented or modified from time to time pursuant to the terms thereof, (the “**Combined Plan and Disclosure Statement**”) on March 2, 2021.

On **March 4, 2021** (the “**Record Date**”), the Court entered an order approving the Disclosure Statement on an interim basis and approving certain notice and voting procedures on the Plan [Docket No. 801]. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Combined Plan and Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a copy of the Combined Plan and Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) through the case website at <https://www.donlinrecano.com/Clients/yfhc/Index> or by emailing [DRCVote@DonlinRecano.com](mailto:DRCVote@DonlinRecano.com).

The Plan identifies seven (7) classes of claims against and interests in the Debtors. Only Record Date Holders of Prepetition Lender Claims in Class 3 and of Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. This Ballot is to be used by Record Date Holders of Allowed General Unsecured Claims in Class 4 only.

**You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 4 under the Plan. Only Holders of Allowed Prepetition Lender Claims in Class 3 as of the Record Date or Allowed General Unsecured Claims in Class 4 as of the Record Date may vote to accept or reject the Plan.**

**If your Ballot is not actually received by the Balloting Agent on or before 4:00 p.m. (prevailing Eastern Time) on April 12, 2021, your vote will not count as either an**

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in the Chapter 11 Cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of the Chapter 11 Cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.



**acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Court, it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the Record Date Holder of (an) Allowed Class 4 Claim(s) against the Debtor,  
in the unpaid amount of: **«v amt c»**

*Check one box only*

<input type="checkbox"/> <b>ACCEPTS THE PLAN</b> 	<input type="checkbox"/> <b>REJECTS THE PLAN</b> 
---	---

Dated

Name of creditor holding claim

Signature

Print or type name

Title (if applicable)

Street Address

City, State, Zip Code

**Please mail this Ballot according to the Instructions on the following page or vote electronically on the website maintained by the Balloting Agent according to the Instructions on the following page.**

(abs) 

(a/r) 

## VOTING INSTRUCTIONS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Combined Plan and Disclosure Statement.

2. This Ballot relates to your claim(s) as a Class 4 creditor of the Debtor. Class 4 creditors entitled to vote on the Plan are holders of Allowed General Unsecured Claims. All creditors in Class 4 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope to the following addresses or vote electronically as described in Paragraph 3 below:

<b>If sent by United States Postal Service, send to:</b> Donlin, Recano & Company, Inc. Re: YouFit Health Clubs, LLC, et al. P.O. Box 199043, Blythebourne Station Brooklyn, NY 11219	<b>If sent by Hand Delivery or Overnight Delivery, send to:</b> Donlin, Recano & Company, Inc. Re: YouFit Health Clubs, LLC, et al. 6201 15th Avenue Brooklyn, NY 11219
---	---

Only Record Date Holders of Allowed Prepetition Lender Claims in Class 3 or of Allowed General Unsecured Claims in Class 4 may vote, and any vote by such a Record Date Holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided above.

3. You may also submit your Ballot via the online portal (the “**Online Portal**”) at <https://www.donlinrecano.com/Clients/yfhc/vote>. Please make sure to follow the instructions at the Online Portal to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: **«EballotID»**

The Online Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. Ballots sent to the Debtors or the Bankruptcy Court will not be counted.

Questions about ballots can be emailed to [DRCVote@DonlinRecano.com](mailto:DRCVote@DonlinRecano.com).

4. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted.

5. Any Ballot not bearing an original signature or electronic signature will not be counted. Any Ballot submitted by facsimile will not be counted. Any Ballot not indicating a vote to accept or to reject the Plan will not be counted.

6. To have your voted counted, your Ballot must be received by **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”) at one of the addresses above or via the electronic voting procedure described above.

7. If a Ballot is received after the Voting Deadline, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE CONTACT THE BALLOTING AGENT AT [DRCVOTE@DONLINRECANO.COM](mailto:DRCVOTE@DONLINRECANO.COM).**

**RE: YOFIT HEALTH CLUBS, LLC, *et al.***

██████████

«barhuman» («seq»/«pclass»)

«11»

«12»

«13»

«14»

«15»

«16»

BID: «ballotid»

██████████

## EXHIBIT F

Brian G Rich  
(850) 521-6725  
brich@bergersingerman.com

March 4, 2021

To: Youfit Health Clubs, LLC *et al.*

Re: Recommendation of the Creditors' Committee in Favor  
of Confirmation of the Chapter 11 Plan of Reorganization

Dear Sir/Madam:

We are counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Youfit Health Clubs, LLC, *et al.* (collectively, "Youfit" or the "Debtors") in their chapter 11 cases pending before Bankruptcy Judge Walrath in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On November 18, 2020, the Creditors' Committee was appointed by the Office of the United States Trustee for the District of Delaware to represent the interests of all unsecured creditors of the Debtors.

Copies of the *Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidating of Youfit Health Clubs, LLC and its Debtor Affiliates* (the "Plan and Disclosure Statement")<sup>1</sup> is being distributed to you, along with a ballot with which to cast your vote. The Plan and Disclosure Statement contains the economic terms as reflected in the Creditors' Committee Settlement which provides a chance for there to be a recovery and if you do not vote in favor of the Plan and Disclosure Statement, that there is a risk the plan is not confirmed and there will be no recovery for General Unsecured Creditors. **The Creditors' Committee supports the Plan and Disclosure Statement and urges you to vote in favor of the Plan and Disclosure Statement by so indicating on the enclosed ballot.**

The Plan and Disclosure Statement contains extensive information with respect to the Debtors' plan going forward. **The Creditors' Committee urges you to read the Plan and Disclosure Statement carefully before you cast your vote(s) to accept or reject the Plan and to consult with an attorney to the extent you deem that necessary.** As set forth in the Plan and Disclosure Statement, the Debtors estimate that under the Plan, holders of allowed general unsecured claims in Class 4 ("General Unsecured Claims") will receive a higher recovery, if any, than Class 4 Creditors might expect in a liquidation under Chapter 7 of the Bankruptcy Code or in a Chapter 11

<sup>1</sup> Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Plan and Disclosure Statement. In the event of any conflict between this letter and the Plan and Disclosure Statement, the terms of the Plan and Disclosure Statement shall control.

Official Committee of Unsecured Creditors

March 4, 2021

Page 2

absent the Creditors' Committee Settlement, which is described in the Disclosure Statement and Plan.

Since its inception the Creditors' Committee has taken an active role in the Debtors' bankruptcy cases, including in the liquidation of substantially all of the Debtors' assets and the investigation and prosecution of claims for the benefit of the Debtors' Estates. **The Disclosure Statement includes a full summary of the (i) Debtors' chapter 11 cases, (ii) projected recoveries for holders of Allowed General Unsecured Claims, and (iii) terms of the Creditor's Committee Settlement (as defined in Article III.M of the Plan and Disclosure Statement) that provides the basis for creditor recoveries, if any, under the Plan and Disclosure Statement.**

The Creditors' Committee believes that the Plan and Disclosure Statement provides a treatment of your claim that is fair and equitable under the facts and circumstances of the Debtors' chapter 11 cases. While preserving all rights related to the final version of the Plan and Disclosure Statement and any modifications thereto, the Committee submits that the Plan and Disclosure Statement contains the economic terms as reflected in the Creditors' Committee Settlement and supports the Debtors' efforts to obtain approval of the Plan and Disclosure Statement.

Your vote to accept the Plan and Disclosure Statement is crucial, no matter how large or small your claim may be.

Enclosed herewith is a ballot and voting instructions. The voting deadline is April 12, 2021 at 4:00 p.m. (prevailing eastern time). Please complete and submit your ballots in accordance with the enclosed instructions so that they are received no later than the voting deadline. Please contact the undersigned with any questions regarding this matter.

Sincerely,

Brian G Rich  
Michael J. Niles  
Berger Singerman LLP  
Counsel to the Creditors' Committee  
(850) 521-6725  
[brich@bergersingerman.com](mailto:brich@bergersingerman.com)  
[mniles@bergersingerman.com](mailto:mniles@bergersingerman.com)

Bradford J. Sandler  
Colin R. Robinson  
Pachulski Stang Ziehl & Jones LLP  
Counsel to the Creditor's Committee  
302-652-4100  
[bsandler@pszjlaw.com](mailto:bsandler@pszjlaw.com)  
[crobinson@pszjlaw.com](mailto:crobinson@pszjlaw.com)

## EXHIBIT G



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS AND (I) INTERIM APPROVAL OF THE  
DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF SOLICITATION  
AND VOTING PROCEDURES, (III) DEADLINE FOR VOTING ON THE PLAN,  
(IV) FINAL COMBINED HEARING ON APPROVAL OF THE DISCLOSURE  
STATEMENT AND CONFIRMATION OF THE PLAN, AND (V) DEADLINE  
FOR FILING OBJECTIONS THERETO**

**PLEASE TAKE NOTICE THAT** on March 2 2021, the Debtors filed the *Proposed Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation* [Docket No. 788] (as may be further modified, amended, or supplemented, the “**Combined Plan and Disclosure Statement**”)<sup>2</sup> and on March 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. 801] (the “**Order**”) approving, on an interim basis, the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim under the Plan, *you are not entitled to vote on the Plan*. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtors) that either is unimpaired such that you are conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, or is impaired such that you are conclusively presumed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code, you are *not* entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the Order, on **April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the “**Combined Hearing**”) will be held before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in the Chapter 11 Cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of the Chapter 11 Cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

<sup>2</sup> Capitalized terms used but otherwise not defined in this Objection Deadline and Hearing Notice have the meanings ascribed to them in the Combined Plan and Disclosure Statement or the Order.

#4, Wilmington, Delaware 19801, to consider confirmation of the Plan and approval of its disclosure provisions on a final basis. The Combined Hearing may be adjourned from time to time without further notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law, without further notice, prior to, or as a result of, the Combined Hearing.

**PLEASE TAKE FURTHER NOTICE THAT** any objection, comment, or response to confirmation of the Plan or approval of the Disclosure Statement on a final basis, including any supporting memoranda, must be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “**Confirmation Objection Deadline**”) and must (i) be in writing, (ii) state the name and address of the objecting party, (iii) state the amount and nature of the claim or interest of such party, (iv) state with particularity the basis and nature of any objection to the Plan or approval of the Disclosure Statement on a final basis, and (v) be served so as to be received by the following parties on or before the Confirmation Objection Deadline on: (i) counsel for the Debtors, E Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors’ prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hklaw.com), Phillip W. Nelson (phillip.nelson@hklaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hklaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)).

<p><b>DISCLOSURE AND CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.</b></p>
---

**PLEASE TAKE FURTHER NOTICE THAT** copies of the Combined Plan and Disclosure Statement, the Order, additional materials in the Chapter 11 Cases may be obtained free of charge at <https://www.donlinrecano.com/Clients/yfhc/Index> (or viewed on the Internet, for a fee, at the Court’s website <http://www.deb.uscourts.gov> by following the directions for accessing the ECF system on such website). Parties in interest may also request copies of the Combined Plan

and Disclosure Statement from the Balloting Agent at [DRCVote@DonlinRecano.com](mailto:DRCVote@DonlinRecano.com). **Please note that the Balloting Agent is not permitted to give legal advice.**

Dated: March 9, 2021  
Wilmington, Delaware

**GREENBERG TRAURIG, LLP**

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: (302) 661-7000  
Facsimile: (302) 661-7360  
Email: melorod@gtlaw.com

- and -

Nancy A. Peterman (admitted *pro hac vice*)  
Eric Howe (admitted *pro hac vice*)  
Nicholas E. Ballen (admitted *pro hac vice*)  
77 West Wacker Dr., Suite 3100  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435  
Email: petermann@gtlaw.com  
howee@gtlaw.com  
ballenn@gtlaw.com

*Counsel for the Debtors  
and Debtors in Possession*

## EXHIBIT H

**YouFit Health Clubs, LLC, et al.**  
**Exhibit Page**

Page # : 1 of 1

03/15/2021 10:08:54 PM

310485P001-1447A-070  
 BGC CREDIT OPPORTUNITIES FUND LTD  
 BGC LENDERS AND LENDERS REP  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

310484P001-1447A-070  
 BIRCH GROVE CREDIT STRATEGIES MASTER FUND  
 BGC LENDER AND LENDERS REP  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

310486P001-1447A-070  
 BIRCH GROVE PRIVATE CREDIT MASTER FUND LP  
 BGC LENDER AND LENDERS REP  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

310491P001-1447A-070  
 OC II LVS XIX LP  
 BGC LENDER AND LENDERS REP  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

310492P001-1447A-070  
 QUAKER RIDGE HOLDINGS  
 BGC LENDER AND LENDERS REP  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

310487P001-1447A-070  
 SC CO-INVESTMENTS PRIVATE DEBT  
 BGC LENDER AND LENDERS REP  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

310489P001-1447A-070  
 SCL XL I FUND LP  
 BGC LENDER AND LENDERS REP  
 225 W WASHINGTON ST  
 CHICAGO IL 60606

310488P001-1447A-070  
 STEPSTONE CC OPPORTUNITIES FUND LLC  
 BGC LENDER AND LENDERS REP  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

310490P001-1447A-070  
 SWISS CAPITAL CO-INVESTMENTS PRIVATE DEBT  
 OFFSHORE SP  
 C/O BGC LENDER AND LENDERS REP.  
 225 W WASHINGTON ST  
 9TH FLOOR  
 CHICAGO IL 60606

## EXHIBIT I

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 1 of 20

03/15/2021 10:10:23 PM

006614P004-1447A-070  
10 MINUTE LOCKSMITH LLC  
NOUR ALARAJ  
8870 N HIMES AVE STE 244  
TAMPA FL 33614

006198P001-1447A-070  
1525 SMITH STREET ASSOCIATES LLC  
139 CHARLES ST UNIT 216  
BOSTON MA 02114

012504P002-1447A-070  
2501 LLC  
WILES AND WILES LLP  
VICTOR W. NEWMARK  
800 KENNESAW AVE NW #400  
MARIETTA GA 30060

006896P001-1447A-070  
4G ELECTRICIAN  
658 ORCHARD RD  
BOWIE TX 76230

006328P001-1447A-070  
79 BISCAYNE PLAZA LLC  
GLOBAL REALTY  
4125 NW 88TH AVE  
SUNRISE FL 33351

012505P001-1447A-070  
8725 LLC  
WILES AND WILES LLP  
800 KENNESAW AVE NW #400  
MARIETTA GA 30060

006867P001-1447A-070  
A AND I ENTERPRISES OF SOUTH FLORIDA INC  
2113 LINCLN ST  
HOLLYWOOD FL 33020

000050P001-1447A-070  
AAA SMART HOME  
PO BOX 840180  
DALLAS TX 75284-0180

006619P002-1447A-070  
AB FIRE EQUIPMENT INC  
DAVE RANDOLPH  
2759 NW 19TH ST  
POMPANO BEACH FL 33069

006612P001-1447A-070  
ABOVE AND BEYOND FITNESS REPAIR LLC  
2473 S HIGLEY RD  
STE 104107  
GILBERT AZ 85295

006860P001-1447A-070  
ACCEL PEST AND TERMITES CONTROL LLC  
1236 JENSEN DR  
VIRGINIA BEACH VA 23451

012190P001-1447A-070  
ACCURATE ELECTRICAL CONNECTION INC  
3434 N ORANGE CLOSSOM TR  
ORLANDO FL 32804

000073P001-1447A-070  
ACKERMAN SECURITY SYSTEMS  
PO BOX 933374  
ATLANTA GA 31193-3374

006821P001-1447A-070  
ACQUIN PROPERTIES LP  
GALLAGHER AND KENNEDY PA  
JOSEPH E COTTERMAN ESQ  
2575 EAST CAMELBACK RD  
PHOENIX AZ 85016

012191P001-1447A-070  
ACTION WINDOW CO  
1121 FARRINGTON  
MARRERO LA 70072

000053P001-1447A-070  
ADT COMMERCIAL LLC  
PO BOX 530212  
ATLANTA GA 30353

012506P001-1447A-070  
ADVANCE DISPOSAL SOLID WASTE SOUTHEAST INC  
WASTE MANAGEMENT  
JACQUOLYN MILLS  
800 CAPITOL ST STE 3000  
HOUSTON TX 77002

006822P002-1447A-070  
AEI PARADISE HILLS LLC  
BUCHALTER  
GLENN B HOTCHKISS  
16435 NORTH SCOTTSDALE RD STE 440  
SCOTTSDALE AZ 85254

006864P001-1447A-070  
AFFORDABLE WINDOW PROTECTION  
16517 SAPPHIRE ST  
WESTON FL 33331

006919P001-1447A-070  
AIR DESIGN HEATING AND AIR CONDITIONING INC  
PO BOX 729  
OCALA FL 34478-0729

006901P001-1447A-070  
AIR SYNERGY  
78 NARRAGANSETT AVE  
PROVIDENCE RI 02907

006329P001-1447A-070  
AJ REAL ESTATE INVESTMENTS LLC  
3265 BROADWAY BLVD  
STE 100  
GARLAND TX 75043

006868P001-1447A-070  
AJS PRESSURE CLEANING AND PAINTING LLC  
2341 YUCCA AVE  
PEMBROKE PINES FL 33026

012463P001-1447A-070  
ALEXANDER ROJAS  
1877 SW 155TH AVE  
MIAMI FL 33185

006905P002-1447A-070  
ALL ASPECTS PLUMBING LLC  
2921 GARRIOTT LN  
SARASOTA FL 34232-4821

000068P002-1447A-070  
ALL PHASE SECURITY INC  
KEITH LILLY  
114 49TH ST SOUTH  
ST. PETERSBURG FL 33707

006875P003-1447A-070  
ALL STAR LOCK N DOOR  
ERICK ROCHA  
3423 W WOOLBRIGHT RD  
BOYNTON BEACH FL 33436

003292P001-1447A-070  
BRENT ALLAR  
ADDRESS INTENTIONALLY OMITTED

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 2 of 20

03/15/2021 10:10:23 PM

012217P001-1447A-070  
AMERICAN EXPRESS  
PO BOX 650448  
DALLAS TX 75265-0448

006624P002-1447A-070  
AMERICAN FITNESS WHOLESALERS  
FRANK NICHOLSON  
455 W 21ST ST  
STE 107  
TEMPE AZ 85282

006158P005-1447A-070  
AMERICAN INFOAGE LLC  
2202 N WEST SHORE BLVD STE 200  
TAMPA FL 33607-5749

006625P002-1447A-070  
AMERICAN INTERNATIONAL ELEVATORS  
JOSE TORRES  
7758 NW 71 ST  
MIAMI FL 33166

000061P001-1447A-070  
AMERICAN SECURITY AND FIRE ALARM SYSTEMS INC  
319 NE THIRD AVE  
DELARY BEACH FL 33444

012119P001-1447A-070  
AMERICAN WATER AND ENERGY SAVERS  
4431 NORTH DIXIE HWY  
BOCA RATON FL 33431

012127P001-1447A-070  
AMERIGAS 371473  
PO BOX 371473  
PITTSBURGH PA 15250-7473

006885P001-1447A-070  
AMS LOCKS AND DOORS INC  
4613 N UNIVERSITY DR  
#386  
CORAL SPRINGS FL 33067

006888P001-1447A-070  
APARTMENT FIRE EXTINGUISHER SVC INC  
5200 BEACH BLVD  
JACKSONVILLE FL 32207

000108P003-1447A-070  
APS  
PO BOX 60015  
PRESCOTT AZ 86304-6015

006628P001-1447A-070  
ARCADIA MANAGEMENT GROUP INC  
SQUAW PEAK VENTURES  
2323 W UNIVERSITY DR  
TEMPE AZ 85281

006330P001-1447A-070  
ARENA SHOPPES LLLP  
2150 CORAL WAY  
STE 4A  
MIAMI FL 33145

012152P001-1447A-070  
ARROW ENVIRONMENTAL SVC LLC  
PO BOX 600730  
JACKSONVILLE FL 32260

006629P001-1447A-070  
ARROW EXTERMINATORS, INC  
2695 LEESHIRE RD  
STE 200  
TUCKER GA 30084

012455P002-1447A-070  
ASSA ABLOY ENTRANCE SYSTEMS US INC  
AKA DCI DOOR CONTROL  
PO BOX 827375  
PHILADELPHIA PA 19182

000113P001-1447A-070  
AT AND T  
PO BOX 105414  
ATLANTA GA 30348-5414

000111P001-1447A-070  
AT AND T 105262  
PO BOX 105262  
ATLANTA GA 30348-5262

000112P001-1447A-070  
AT AND T 105503  
P O BOX 105503  
ATLANTA GA 30348-5503

000110P001-1447A-070  
AT AND T 5014  
P O BOX 5014  
CAROL STREAM IL 60197-5014

012479P002-1447A-070  
AT AND T CORP  
AT AND T SVCS INC  
KAREN A CAVAGNARO  
ONE AT&T WAY ROOM 3A104  
BEDMINSTER NJ 07921

000114P001-1447A-070  
AT AND T MOBILITY 6463  
P O BOX 6463  
CAROL STREAM IL 60197-6463

012192P001-1447A-070  
ATIS ELEVATOR INSPECTIONS LLC  
1976 INNERBELT BUSINESS CTR DR  
ST. LOUIS MO 63114

012464P002-1447A-070  
ATMOS ENERGY CORP  
BANKRUPTCY GROUP  
VELINDA L HUNTER  
PO BOX 650205  
DALLAS TX 75265-0205

012218P001-1447A-070  
ATO CORP  
13010 RIDGELINE BLVD APT 3109  
CEDAR PARK TX 78613

006368P003-1447A-070  
AXIS SATELLITE LLC  
AKA AXIS SATELLITE & HOME THEATER  
DANIEL P LUCIER  
5790 ENTERPRISE PKWY  
FORT MYERS FL 33905

006331P001-1447A-070  
BAILEY COVE LLC  
CHASE COMMERCIAL REAL ESTATE SVC  
PO BOX 18153  
HUNTSVILLE AL 35804

006332P002-1447A-070  
BAJO CUVA COHEN AND TURKEL PA  
KENNETH TURKEL/ANTHONY SEVERINO  
100 NORTH TAMPA ST STE 1900  
TAMPA FL 33602

012457P001-1447A-070  
BALTIMORE GAS AND ELECTRIC CO  
GAIL BUSH  
PO BOX 1475  
BALTIMORE MD 21201



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 3 of 20

03/15/2021 10:10:23 PM

012446P001-1447A-070 BANK OF AMERICA NA BRYAN CAVE LEIGHTON PAISNER LLP KYLE S HIRSCH TWO NORTH CENTRAL AVENUE SUITE 2100 PHOENIX AZ 85004	000062P001-1447A-070 BAY ALARM CO 5130 COMMERCIAL CIR CONCORD CA 94520	000117P001-1447A-070 BCN TELECOM INC POBOX 842840 BOSTON MA 02284-2840	012483P001-1447A-070 BELLSOUTH TELECOMMUNICATIONS INC AT AND T SVC INC KAREN A CAVAGNARO ONE AT&T WAY ROOM 3A104 BEDMINSTER NJ 07921
006424P002-1447A-070 BENSONS HEATING AND AIR CONDITIONING 5402 TOWER RD TALLAHASSEE FL 32303	012194P001-1447A-070 BEST LOCKSMITH TX 1441 COLT RD STE #B PIANO TX 75075	006894P001-1447A-070 BEST MECHANICAL INC 6207 HARFORD RD BALTIMORE MD 21214	006634P001-1447A-070 BETHANY CORE, LLC 4771 N 20TH ST STE B22 PHOENIX AZ 85016
006889P002-1447A-070 BETROS PLUMBING CONTRCTORS INC MELONI J ELKINS 5215 HIGHWAY AVE - STE 102 JACKSONVILLE FL 32254	000118P001-1447A-070 BGE P O BOX 13070 PHILADELPHIA PA 19101-3070	012168P001-1447A-070 BIG BLUE BUG SOLUTIONS PO BOX 72763 PROVIDENCE RI 02907-0763	012480P001-1447A-070 BINDOR KILLIAN LLC SETH BENES 2611 HOLLYWOOD BLVD HOLLYWOOD FL 33020
000119P001-1447A-070 BIRCH COMMUNICATIONS PO BOX 791371 BALTIMORE MD 21279-1371	012507P001-1447A-070 BLDGICS OLNEY LLC LAW OFFICES OF KENNETH L BAUM LLC KENNETH L BAUM 167 MAIN ST HACKENSACK NJ 07601	000120P001-1447A-070 BLUE STREAM PO BOX 660932 DALLAS TX 75266-0932	012046P002-1447A-070 BLUMIN HIGHPOINT LTD WESTERBURG AND THORNTON PC STEVEN THORNTON 10440 N CENTRAL EXPY SUITE 800 DALLAS TX 75231
006638P001-1447A-070 BOYETTS RAYNE WATER CONDITIONING 38 E 5TH AVE MESA AZ 85210	006639P001-1447A-070 BOYNTON-JCP ASSOCIATES LTD 4092 PAYSHERE CIR CHICAGO IL 60674	006640P001-1447A-070 BREWER COMMERCIAL SERVICES, LLC 1911 W PARKSIDE LN PHOENIX AZ 85027	000122P001-1447A-070 BRIGHT HOUSE NETWORKS PO BOX 790450 ST. LOUIS MO 63179-0450
012498P001-1447A-070 BROADRIDGE SHOPPING CENTER LLC SUNCAP REAL ESTATE INVESTMENTS 500 WEST CYPRESS CREEK RD STE 755 FT. LAUDERDALE FL 33309	006882P001-1447A-070 BROOKER PEST CONTROL 4454 SW 41 BLVD GAINESVILLE FL 32608	012044P001-1447A-070 BROOKER PEST CONTROL PO BOX 357671 GAINESVILLE FL 32635	012499P002-1447A-070 BROWARD COUNTY WATER AND WASTEWATER SVCS 2555 W COPANS RD POMPANO BEACH FL 33069
006332P001-1447A-070 BSF RICHMOND LP 350 WEST HUBBARD ST STE 450 CHICAGO IL 60654	006873P001-1447A-070 BUCKEYE PLUMBING SVC INC 310 BUSINESS PK WAY WEST PALM BEACH FL 33411	006642P001-1447A-070 BURNS PEST ELIMINATION, INC 2620 W GROVES AVE PHOENIX AZ 85053	008229P001-1447A-070 JESSICA BUTLER ADDRESS INTENTIONALLY OMITTED

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 4 of 20

03/15/2021 10:10:23 PM

012138P002-1447A-070  
C AND C SVCS  
DAWN STRONG  
203 TOWER DR  
DALLAS TX 30132

006645P001-1447A-070  
CAPELOUTO TERMITE AND PEST CONTROL  
700 CAPITAL CIR NE  
TALLAHASSEE FL 32301

006633P001-1447A-070  
CAPITAL GROWTH OF VENICE LLC  
PO BOX 935455  
ATLANTA GA 31193-5455

012474P002-1447A-070  
MICHELLE CARNEY  
4654 E TIERRA BUENA LN  
PHOENIX AZ 85032

012487P001-1447A-070  
CAROL E AVERY  
2500 RAMSEY DR  
NEW ORLEANS LA 70131

006177P002-1447A-070  
CARROLLWOOD PARTNERS LLC  
IDEAL MANAGEMENT CO  
ROSA MESA  
12568 N KENDALL DR  
MIAMI FL 33186

011982P001-1447A-070  
CBIZ  
CBIZ MHM LLC  
PO BOX 953152  
ST LOUIS MO 63195-3152

012224P001-1447A-070  
CBRE INC  
CBRE - 608844  
PO BOX 848844  
LOS ANGELES CA 90084-8844

006334P001-1447A-070  
CEDAR HILLS CONSOLIDATED LLC  
PO BOX 936566  
ATLANTA GA 31193-6566

012495P001-1447A-070  
CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS  
WILLIAM M VERMETTE  
22001 LOUDOUN COUNTY PKWY  
ASHBURN VA 20147

012225P001-1447A-070  
CERTIFIED COFFEE SVC INC  
PO BOX 23805  
FORT LAUDERDALE FL 33304

006649P001-1447A-070  
CF PROPERTIES CORP  
6625 MIAMI LAKES DR  
#340  
MIAMI LAKES FL 33014-2705

006335P001-1447A-070  
CH REALTY VII/R ORLANDO ALTAMO  
PO BOX 848266  
DALLAS TX 75284-8266

000133P001-1447A-070  
CHAMPIONS ENERGY SVC  
PO BOX 4190  
HOUSTON TX 77210-4190

006895P001-1447A-070  
CHANDLER EXTERMINATORS INC  
6483 E CHURCH ST  
DOUGLASVILLE GA 30134

000132P001-1447A-070  
CHARLOTTE CNTY UTILITIES  
PO BOX 516000  
PUNTA GORDA FL 33951-6000

000130P001-1447A-070  
CHARTER COMMUNICATIONS 790261  
PO BOX 790261  
SAINT LOUIS MO 63179-0261

000124P001-1447A-070  
CHESTERFIELD CNTY UTILITIES DEPT  
PO BOX 26725  
RICHMOND VA 23261-6725

012536P001-1447A-070  
CHRISTY BERKS-STROSS  
BLANK ROME LLP  
VICTORIA GUILFOYLE  
1201 N MARKET ST SUITE 800  
WILMINGTON DE 19801

000128P001-1447A-070  
CIMA ENERGY SOLUTIONS LLC  
PO BOX 746225  
ATLANTA GA 30374-6225

012435P001-1447A-070  
CISIVE  
MICHAEL KUCZA  
5000 CORPORATE CT SUITE 203  
HOLTSVILLE NY 11742

012114P001-1447A-070  
CITY FIRE INC  
PO BOX 3673  
HOLLYWOOD FL 33083

000063P002-1447A-070  
CITY OF ALTAMONTE SPRINGS  
225 NEWBURYPORT AVE  
ALTAMONTE SPRINGS FL 32701

000134P001-1447A-070  
CITY OF BOCA UTILITIES  
UTILITIES PROCESSING CENTER  
PO BOX 31042  
TAMPA FL 33631-3042

000135P001-1447A-070  
CITY OF BOYNTON BEACH UTILITIES  
PO BOX 31803  
TAMPA FL 33631-3803

012187P001-1447A-070  
CITY OF BRADENTON LOCAL BUSINESS TAX  
LOCAL BUSINESS TAX  
101 OLD MAIN ST  
BRADENTON FL 34205

000136P001-1447A-070  
CITY OF BRADENTON UTILITIES  
CUSTOMER SVC DEPT  
PO BOX 1339  
BRADENTON FL 34206-1339

011794P001-1447A-070  
CITY OF CORAL SPRINGS FL  
DEBRA THOMAS  
CITY CLERK  
9500 WEST SAMPLE RD  
CORAL SPRINGS FL 33065

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 5 of 20

03/15/2021 10:10:23 PM

000138P001-1447A-070  
CITY OF DALLAS UTILITIES  
CITY HALL 2D SOUTH  
DALLAS TX 75277

000139P001-1447A-070  
CITY OF DEERFIELD BEACH UTILITIES  
150 NE 2ND AVE  
DEERFIELD BEACH FL 33441

011799P001-1447A-070  
CITY OF GREENACRES FL  
QUINTELLA MOORER  
CITY CLERK  
5800 MELALEUCA LN  
GREENACRES FL 33463

000142P001-1447A-070  
CITY OF HIALEAH UTILITIES  
3700 W 4TH AVE  
HIALEAH FL 33012

000143P001-1447A-070  
CITY OF HOLLYWOOD UTILITY BILL  
P O BOX 229187  
HOLLYWOOD FL 33022-9187

000144P001-1447A-070  
CITY OF LAKE WORTH UTILITIES  
PO BOX 30552  
TAMPA FL 33630-3552

011806P001-1447A-070  
CITY OF LAUDERDALE LAKES FL  
VENICE HOWARD  
4300 NW 36TH ST  
LAUDERDALE LAKES FL 33319

000147P001-1447A-070  
CITY OF MARGATE UTILITIES  
PO BOX 30318  
TAMPA FL 33630-3318

012031P003-1447A-070  
CITY OF MESA  
COLLECTIONS MS 1170  
ALLEN H BLAU  
PO BOX 1466  
MESA AZ 85211-1466

000148P001-1447A-070  
CITY OF MESQUITE WATER UTILITIES  
PO BOX 850287  
MESQUITE TX 75185-0287

000146P001-1447A-070  
CITY OF NORTH LAUDERDALE  
PO BOX 152546  
CAPE CORAL FL 33915-2546

000150P001-1447A-070  
CITY OF PEMBROKE PINES UTILITIES  
PO BOX 269005  
PEMBROKE PINES FL 33026

000151P001-1447A-070  
CITY OF PHOENIX UTILITIES  
PO BOX 29100  
PHOENIX AZ 85038-9100

000152P001-1447A-070  
CITY OF PINELLAS PARK UTILITIES  
PO BOX 1337  
PINELLAS PARK FL 33780-1337

000153P001-1447A-070  
CITY OF POMPANO BEACH UTILITIES  
PO BOX 908  
POMPANO BEACH FL 33061-0908

000048P001-1447A-070  
CITY OF RICHARDSON  
ALARM PROGRAM  
PO BOX 141089  
IRVING TX 75014-1089

000155P001-1447A-070  
CITY OF RICHARDSON UTILITIES  
P O BOX 831907  
RICHARDSON TX 75083

000154P001-1447A-070  
CITY OF RICHMOND DEPT OF PUBLIC UTILITIES  
PO BOX 26060  
RICHMOND VA 23274-0001

000156P001-1447A-070  
CITY OF SCOTTSDALE UTILITIES  
PO BOX 52799  
PHOENIX AZ 85072-2799

000158P001-1447A-070  
CITY OF ST PETERSBURG 528996 73775  
PO BOX 33034  
ST PETERSBURG FL 33733-8034

012215P001-1447A-070  
CITY OF ST PETERSBURG BUSINESS TAX DIV  
P O BOX 2842  
ST. PETERSBURG FL 33731

000054P001-1447A-070  
CITY OF SUNRISE FINANCE  
FINANCE DEPT  
PO BOX 452048  
SUNRISE FL 33345-9998

000159P001-1447A-070  
CITY OF SUNRISE UTILITIES  
PO BOX 31432  
TAMPA FL 33631-3432

011821P003-1447A-070  
CITY OF TALLAHASSEE FL  
JIM COOKE  
CITY HALL  
300 S ADAMS ST  
TALLAHASSEE FL 32301

000166P001-1447A-070  
CITY OF WINTER PARK UTILITIES  
401 PARK AVE SOUTH  
WINTER PARK FL 32789

012045P001-1447A-070  
CLASS ACTION ADMINISTRATION LLC  
FLORA BIAN  
1100 2ND AVE STE 300  
SEATTLE WA 98101

000637P001-1447A-070  
CLEAN AIR MANAGEMENT SVC LLC  
6150 KING ARTHUR DR  
DOUGLASVILLE GA 30135

000045P001-1447A-070  
CLERK OF COURTS CODE ENFORCEMENT  
111 NW 1ST ST  
STE 1750  
MIAMI FL 33128-1981

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 6 of 20

03/15/2021 10:10:23 PM

006373P001-1447A-070  
CLOUD-ONSITE TECHNOLOGIES INC  
18851 NE 29 AVE  
STE 700-143  
AVENTURA FL 33180

006336P002-1447A-070  
CLOVER CORTEZ LLC  
CHAD KELLER  
601 N ASHLEY DR STE 700  
TAMPA FL 33602

012179P001-1447A-070  
COBB EMC  
PO BOX 745711  
ATLANTA GA 30374-5711

006657P002-1447A-070  
COLONIAL ELECTRICAL SVC  
GREGORY JEFFORDS  
523 S ELLIS RD  
JACKSONVILLE FL 32254

000160P001-1447A-070  
COLUMBIA GAS OF VIRGINIA  
PO BOX 742529  
CINCINNATI OH 45274-2529

000168P001-1447A-070  
COMCAST 530098  
PO BOX 530098  
ATLANTA GA 30353-0098

000161P001-1447A-070  
COMCAST BUSINESS  
PO BOX 2127  
NORCROSS GA 30091-2127

011945P002-1447A-070  
COMDATA INC  
DANIEL MANN  
LEGAL DEPT  
5301 MARYLAND WAY  
STE 100  
BRENTWOOD TN 37027-5055

006611P001-1447A-070  
COMMONWEALTH FITNESS SOLUTIONS  
6260 FIRE LN  
MECHANICSVILLE VA 23116

006897P002-1447A-070  
CONLEYS DRINKING FOUNTAINS LLC  
JAMIE LAKE  
6783 31ST AVE NO  
ST PETERSBURG FL 33710

006866P001-1447A-070  
CONN ARCHITECTSS  
1960-C BUFORD BOULEVARD  
TALLAHASSEE FL 32308

006876P001-1447A-070  
CONTACT CENTER COMPLIANCE CORP  
350 E ST  
SANTA ROSA CA 94949

006858P001-1447A-070  
COOL BREEZE HEATING AIR CONDITIONING  
REFRIGERATION INC  
11408 CRONRIDGE DR STE F  
OWING MILLS MD 21117

012156P001-1447A-070  
COOPER-SMOLEN JOINT VENTURE  
PO BOX 62045  
NEWARK NJ 07101

006658P002-1447A-070  
CORE HEALTH AND FITNESS LLC  
SY MARES  
4400 NE 77TH AVE  
STE 300  
VANCOUVER WA 98662

000174P001-1447A-070  
CORPORATE SVC CONSULTANTS  
PO BOX 1048  
DANDRIDGE TN 37725

000176P001-1447A-070  
COUNTY WASTE  
PO BOX 8010  
CLIFTON PARK NY 12065-8010

012183P001-1447A-070  
COURTNEY JENNINGS  
685 DARWIN RD  
VENICE FL 34293

000177P001-1447A-070  
COX COMMUNICATIONS PHOENIX  
PO BOX 53249  
PHOENIX AZ 85072

012465P001-1447A-070  
CP PEMBROKE PINES LLC  
RUSSELL D KAPLAN PA  
RUSSELL D KAPLAN  
7951 SW 6TH ST SUITE 210  
PLANTATION FL 33324

012523P001-1447A-070  
CROSS COUNTY OWNER LLC  
MADISON PROPERTIES  
NATHAN ZIEG  
3611 14TH AVE STE 420  
BROOKLYN NY 11218

011916P001-1447A-070  
CROSSINGS SHOPPING VILLAGE ASSOCIATES LLLP  
6625 MIAMI LAKES DR STE 340  
MIAMI LAKES FL 33014-2705

012447P002-1447A-070  
CRP II HORIZON PARK LLC  
IURILLO LAW GROUP PA  
CAMILLE J IURILLO  
5628 CENTRAL AVE  
ST. PETERSBURG FL 33707

006644P001-1447A-070  
CT TRAINA, INC  
4414 FLAMINGO ST  
METAIRIE LA 70001

006659P003-1447A-070  
DAASLY INC  
PATRICIA IZQUIERDO  
8004 NW 154 ST 632  
MIAMI LAKES FL 33016

012196P002-1447A-070  
DAB PLUMBING SVC INC  
DAMIAN THAYER  
PO BOX 5958  
MIDLOTHIAN VA 23112

012182P002-1447A-070  
DABO FIRE INSPECTION AND SVC INC  
PAUL THOMAS VARGA  
1363 22ND ST NORTH  
STE A  
ST. PETERSBURG FL 33713

012181P001-1447A-070  
DALLAS FORT WORTH PEST CONTROL  
10875 PLANNO RD  
STE 105  
DALLAS TX 75238

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 7 of 20

03/15/2021 10:10:23 PM

006339P001-1447A-070  
DANIA LIVE 1748 LLC  
PO BOX 62045  
NEWARK NJ 07101

000090P002-1447A-070  
DART ELECTRONICS INC PINELLAS PARK  
P O BOX 40696  
ST. PETERSBURG FL 33743

006903P001-1447A-070  
DATTILE AND SONS PLUMBING  
8568 NW 46TH DR  
CORAL SPRINGS FL 33067

006917P001-1447A-070  
DAVIS AND GREEN INC  
PO BOX 35418  
RICHMOND VA 23235

006661P001-1447A-070  
DDS LIBERTY ROAD, LLC  
MARYLAND FINANCIAL INVESTORS INC  
2800 QUARRY LAKE DR #340  
BALTIMORE MD 21209

006884P001-1447A-070  
DEDDGES LOCK AND KEY SHOP INC  
4579 LENOX AVE  
JACKSONVILLE FL 32205

012451P001-1447A-070  
DELUXE WATERPROOFING AND CAULKING INC  
BENSON MUCCI AND WEISS PL  
BRADLEY R WEISS  
5561 N UNIVERSITY DR SUITE 102  
CORAL SPRINGS FL 33067

012169P001-1447A-070  
DEPT OF ATTORNEY GENERAL  
150 SOUTH MAIN ST  
PROVIDENCE RI 02903

006663P001-1447A-070  
DEX IMAGING LLC  
PO BAX 17454  
CLEAR WATER FL 33762

006664P002-1447A-070  
DF LEXINGTON PROPERTIES LLC  
KRISTIE HALL  
650 S HWY 27 STE 5 PMB 312  
SOMERSET KY 42501

012144P001-1447A-070  
DIM V NV DIM VASTGOED NV  
PO BOX 530628  
ATLANTA GA 30353-0628

000179P001-1447A-070  
DIRECTV  
PO BOX 105249  
ATLANTA GA 30348

012197P001-1447A-070  
DIXIELAND FOREST CORP  
PO BOX 502  
ADITA SPRINGS LA 70420

006666P002-1447A-070  
DOCS PLUMBING INC  
DEBORAH CLINE  
1058 NE 43RD CT  
FT LAUDERDALE FL 33334

006667P001-1447A-070  
DOCUGREEN CORP  
1809 E BROADWAY ST # 333  
OVIEDO FL 32765

000181P001-1447A-070  
DOMINION VIRGINIA POWER  
PO BOX 26543  
RICHMOND VA 23290-0001

006668P001-1447A-070  
DOWNTOWN LOCKSMITH  
137 W MC DOWELL RD  
PHOENIX AZ 85003

000182P001-1447A-070  
DUKE ENERGY  
P O BOX 1004  
CHARLOTTE NC 28201-1004

000082P001-1447A-070  
DUNBAR SECURITY SYSTEMS INC  
235 SCHILLING CIR  
STE 109  
HUNT VALLEY MD 21031

006669P001-1447A-070  
EAST COAST CONSTRUCTION AND  
REMODELING SVC CORP  
6154 NW 19TH ST  
MARGATE FL 33063

006670P001-1447A-070  
EBLR, LLC  
700 FRONT ST  
STE #2302  
SAN DIEGO CA 92101

012099P001-1447A-070  
EMBARQ FLORID INC SOUTH FLORIDA  
DBA CENTURYLINK  
CENTURYLINK COMMUNICATIONS LLC  
BANKRUPTCY  
1025 EL DORADO BLVD  
BROOMFIELD CO 80021

012198P001-1447A-070  
EMERGENCY SYSTEM INC  
3027 PLYMOUTH ST  
JACKSONVILLE FL 32205

004080P001-1447A-070  
MARKENZIE EMILE  
ADDRESS INTENTIONALLY OMITTED

012436P001-1447A-070  
ENGIE RESOURCES LLC  
COLLECTIONS  
1360 POST OAK BLVD STE 400  
HOUSTON TX 77056

012448P002-1447A-070  
ENTERGY LOUISIANA LLC  
L-JEF-359  
GLENDA CLEVELAND  
4809 JEFFERSON HWY STE A  
NEW ORLEANS LA 70121-3138

012449P002-1447A-070  
ENTERGY NEW ORLEANS LLC  
L-JEF-359  
GLENDA CLEVELAND  
4809 JEFFERSON HWY STE A  
NEW ORLEANS LA 70121-3138

012164P001-1447A-070  
EQUITY ONE FLORIDA PORTFLIO INC  
EQUITY ONE, INC  
PO BOX 740462  
ATLANTA GA 30374-0462

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 8 of 20

03/15/2021 10:10:23 PM

012228P001-1447A-070  
EUROPA SPORTS PRODUCTS  
PO BOX 117200  
ATLANTA GA 30368-7200

006865P002-1447A-070  
EVOLUTION RESTORATION SVC  
RENE FERNANDEZ  
17111 SW 115 AVE  
MIAMI FL 33157

006671P001-1447A-070  
EWI INC  
31 SW 16TH ST  
POMPANO BEACH FL 33060

006920P001-1447A-070  
FIRE ALARM SYSTEMS AND SECURITY  
PO BOX 744950  
ATLANTA GA 30374

000091P001-1447A-070  
FIRE CONTROLS INC  
2721 NW 19TH ST  
POMPANO BEACH FL 33069

012199P001-1447A-070  
FIRE PROTECTION EQUIPMENT CO INC  
7206 IMPALA DR  
RICHMOND VA 23228

000088P001-1447A-070  
FIRE SOLUTIONS  
1035 HALEY RD  
ASHLAND VA 23005

000095P001-1447A-070  
FIRETRONICS INC  
1035 PINE HOLLOW PT DR  
ALTAMINTE SPRINGS FL 32714

012229P002-1447A-070  
FIRST FITNESS REPAIR AND SALES  
JEFFREY WEICK  
3828 ASHWICK CT APT 106  
PALM HARBOR FL 34685

006883P003-1447A-070  
FISH WINDOW CLEANING  
BRIGHTEN YOUR LIFE LLC  
MICHELLE COMBS  
4545 MARIOTTI CT UNIT 1  
SARASOTA FL 34233

006609P002-1447A-070  
FIT MASTERS  
BRANDON CARPENTER  
800 OCALA RD 300 273  
TALLAHASSEE FL 32304

006672P001-1447A-070  
FIT3D, INC  
2955 CAMPUS DR STE 110  
SAN MATEO CA 94403

006608P002-1447A-070  
FITNESS LOGIC  
ROLAND ROONEY  
380 SCARLET BLVD  
OLDSMAR FL 34677

006609P001-1447A-070  
FITNESS ON DEMAND  
2411 GALPLIN CT  
STE 110  
CHANHASSEN MN 55317

006607P002-1447A-070  
FITNESS SOURCE  
DOUGLAS BLAU INC  
2041 SW 70TH AVE D10  
DAVIE FL 33317

006379P002-1447A-070  
FITNESS SVC OF FLORIDA INC  
RONNETTE BOLANOS  
4220 NW 120TH AVE  
CORAL SPRINGS FL 33065

006674P002-1447A-070  
FITNESSMITH INC  
JOSH WACHSMAN  
3610 QUANTUM BLVD  
BOYNTON BEACH FL 33426

006606P001-1447A-070  
FITSERVE MORGAN INTERPRISES INC  
102 WILLIAMS RD  
MADISONVILLE LA 70447

012137P001-1447A-070  
FIVE9 INC  
1801 W OLYMPIC BLVD  
FILE 2361  
PASADENA CA 91199

000008P002-1447A-070  
FL- BROWARD CNTY TAX COLLECTOR  
RECORDS TAXES & TREASURY  
BANKRUPTCY SECTION  
STACY E WULFEKUHL  
115 S ANDREWS AVE #A100  
FORT LAUDERDALE FL 33301-1895

006340P001-1447A-070  
FLAGLER SC LLC  
PO BOX 62045  
NEWARK NJ 07101

000187P001-1447A-070  
FLORIDA CITY GAS  
P O BOX 5410  
CAROL STREAM IL 60197-5410

012231P001-1447A-070  
FLORIDA DEPT OF STATE  
500 S BRONOUGH ST  
TALLAHASSEE FL 32399

012141P001-1447A-070  
FLORIDA FIRE SAFETY INC  
8208 NW 14TH ST  
DORAL FL 33126

000190P001-1447A-070  
FLORIDA GOVERNMENTAL UTILITY AUTHORITY  
PO BOX 150106  
CAPE CORAL FL 33915

000188P001-1447A-070  
FLORIDA NATURAL GAS  
PO BOX 934726  
ATLANTA GA 31193-4726

012051P001-1447A-070  
FLORIDA POWER AND LIGHT  
FPL BK RRD/LFO  
ISABEL MORALES  
4200 W FLAGLER ST  
CORAL GABLES FL 33134

000191P001-1447A-070  
FLORIDA PUBLIC UTILITIES  
PO BOX 2137  
SALISBURY MD 21802-2137

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 9 of 20

03/15/2021 10:10:23 PM

006677P001-1447A-070 FLOW PLUMBING 2405 INTERSTATE 30 STE A MESQUITE TX 75150	000192P001-1447A-070 FOCUS REAL ESTATE SVC LLC 2158 N GILBERT RD #113 MESA AZ 85203	000042P001-1447A-070 FORTRESS SECURITY LLC PO BOX 200337 ARLINGTON TX 76006	012200P001-1447A-070 FRANK GAY PLUMBING 6206 FOREST CITY RD ORLANDO FL 32810
012233P001-1447A-070 FREDERICK FOX 602 HOLLOWS CIR DEERFIELD BEACH FL 33442	012234P001-1447A-070 FREEMOTION FITNESS PO BOX 734122 CHICAGO IL 60673-4122	006678P001-1447A-070 FRITCOCOWALK OWNER, LLC LOCKBOX #9320 PO BOX 8500 PHILADELPHIA PA 19178-9320	000195P001-1447A-070 FRONTIER COMMUNICATIONS PO BOX 740407 CINCINNATI OH 45274-0407
006878P002-1447A-070 FRONTLINE FITNESS EQUIPMENT LISA RAE 380 JEFFERSON BLVD UNIT F WARWICK RI 02886	000197P001-1447A-070 FULTON CNTY FINANCE DEPT SEWER BILLING AND COLLECTIONS PO BOX 105300 ATLANTA GA 30348-5300	006341P002-1447A-070 FWI 16 LLC STEPHEN D SOKOP 197 EIGHTH ST STE #800 BOSTON MA 02129	000198P002-1447A-070 GAINESVILLE REGIONAL UTILITIES KERI HANDSHU 301 SE 4TH AVE GAINESVILLE FL 32601
006374P002-1447A-070 GALER TECH INC GARY LERICHE 773 NANTUCKET CIR LAKE WORTH FL 33467	001293P001-1447A-070 SEBASTIAN GARGUREVICH ADDRESS INTENTIONALLY OMITTED	000196P001-1447A-070 GAS SOUTH PO BOX 530552 ATLANTA GA 30353-0552	012513P001-1447A-070 GATEWAY RETAIL CENTER LLC STARK AND STARK JOSEPH LEMKIN 993 LENOX DR LAWRENCE TOWNSHIP NJ 08648
012458P001-1447A-070 GATOR ANTOINE PARTNERS LLLP STARK AND STARK JOSEPH LEMKIN 993 LENOX DR LAWRENCE TOWNSHIP NJ 08648	006343P002-1447A-070 GATOR ARGATE GAINESVILLE LLC GATOR INVESTMENTS JAMES A GOLDSMITH 7850 NW 146TH ST 4TH FLOOR MIAMI LAKES FL 33016	012459P001-1447A-070 GATOR FLOWER MOUND LLC STARK AND STARK JOSEPH H LEMKIN 993 LENOX DR LAWRENCE TOWNSHIP NJ 08648	006344P002-1447A-070 GATOR GREEN ACRES LTD GATOR INVESTMENTS JAMES A GOLDSMITH 7850 NW 146TH ST 4TH FLOOR MIAMI LAKES FL 33016
012460P001-1447A-070 GATOR SHELBY PARTNERS LTD STARK AND STARK JOSEPH LEMKIN 993 LENOX DR LAWRENCE TOWNSHIP NJ 08648	000200P001-1447A-070 GEORGIA NATURAL GAS PAYMENT CENTER PO BOX 71245 CHARLOTTE NC 28272-1245	000203P001-1447A-070 GEORGIA POWER 96 ANNEX ATLANTA GA 30396-0001	012490P002-1447A-070 GILBERT CENTER HOLDINGS LLC GAMMAGE & BURNHAM PLC GEORGE U WINNEY 40 N CENTRAL AVE 20TH FL PHOENIX AZ 85004
012202P001-1447A-070 GISEL SOSA 1840 W 62ND ST APT 107 HIALEAH FL 33012	012473P001-1447A-070 GLOBAL MUSIC RIGHTS LLC GLOBAL MUSIC RIGHTS 1100 GLENDON AVE SUITE 2000 LOS ANGELES CA 90024	006833P001-1447A-070 GLOBAL NORTH BAY LLC COHEN LEGAL RICHARD S COHEN ESQ JASON L COHEN ESQ 811-A NORTH OLIVE AVE WEST PALM BEACH FL 33401	006679P001-1447A-070 GLOBAL PEST CONTROL AND LAWN CARE SVC 12530 SW 22ND TER MIAMI FL 33175

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 10 of 20

03/15/2021 10:10:23 PM

012437P002-1447A-070  
GOOGLE LLC  
WHITE AND WILLIAMS LLP AMY VULPIO  
1650 MARKET ST STE 1800  
PHILADELPHIA PA 19103

006375P001-1447A-070  
GRAHAMS PEST CONTROL INC  
400 KING GALLOWAY DR  
LEWISVILLE TX 75056

012514P001-1447A-070  
GRAND PLUMBING CORP  
ARMINIUS LAW PLLC  
GUNNAR MANDRISCH  
8325 NE 2ND AVE STE 103  
MIAMI FL 33138

012515P002-1447A-070  
GRAND PLUMBING CORP  
ARMINIUS LAW PLLC  
GUNNAR MANDRISCH  
8325 NE 2ND AVE STE 103  
MIAMI FL 33138

000205P001-1447A-070  
GRANITE TELECOMMUNICATIONS  
CLIENT ID# 311  
PO BOX 983119  
BOSTON MA 02298-3119

012129P001-1447A-070  
GRI-EQY LLC  
GRI-EQY CONCORD LLC  
PO BOX 531703  
ATLANTA GA 30353-1703

012126P001-1447A-070  
GRI-EQY (QUAIL ROOST) LLC  
FIRST WASHINGTON REALTY INC  
7200 WISCONSIN AVE STE 600  
BETHESDA MD 20814

012130P001-1447A-070  
GRI-EQY CONCORD LLC  
PO BOX 531703  
ATLANTA GA 30353-1703

012052P002-1447A-070  
GULF POWER CO  
GULF POWER BK RRD/LFO  
ISABEL MORALES  
4200 W FLAGLER ST  
CORAL GABLES FL 33134

012203P001-1447A-070  
HARRISON AND BATES INC  
PO BOX 71150  
RICHMOND VA 23255

006686P001-1447A-070  
HELINGER ADVERTISING  
4201 CENTRAL AVE  
ST PETERSBURG FL 33713

006687P001-1447A-070  
HEREDIA CARPET SVC  
15486 SW 32 ST  
MIAMI FL 33185

000208P001-1447A-070  
HERITAGE PROPANE  
P O BOX 371473  
PITTSBURGH PA 15250-7473

006688P001-1447A-070  
HGI TECHNOLOGIES  
1000 PK CENTRE BLVD STE 128  
MIAMI GARDENS FL 33169

006904P001-1447A-070  
HIQ DATA CORP  
8950 SW 74TH CT  
STE 2201-A69  
MIAMI FL 33156

006689P001-1447A-070  
HIRETECH  
200 WESTLAKE PK PLZ  
STE 501  
HOUSTON TX 77079

000065P001-1447A-070  
HITECH SYSTEM WIRING SVC INC  
5190 BURMA RD  
CUMMING GA 30041

006382P002-1447A-070  
HORIZON AIR CONDITIONING INC  
LANCE STORM MCMANN  
2501 WESTGATE AVE  
#6  
WEST PALM BEACH FL 33409

006690P001-1447A-070  
HRP SINGLETON SQUARE LLC  
35 JOHNSON FERRY RD  
MARIETTA GA 30068

012389P002-1447A-070  
HULEN POINTE RETAIL LLC  
BOAZ AVNERY  
4801 HARBOR DR  
FLOWER MOUND TX 75022

012149P001-1447A-070  
HUNTSVILLE UTILITIES  
112 SPRAGINS ST  
HUNTSVILLE AL 35801

012242P001-1447A-070  
IAN BURLEY  
1905 LENNOX DR  
UNIT 74  
ELDERSBURG MD 21784

006692P002-1447A-070  
IGT MEDIA HOLDINGS INC  
MARK MECHANIC  
8395 NE 2ND AVE  
MIAMI FL 33138

012442P001-1447A-070  
IMAGENET CONSULTING LLC  
ERIC ODOM  
204 N ROBINSON AVE  
OKLAHOMA CITY OK 73102

012244P001-1447A-070  
IMAGENET CONSULTING OF TAMPA LLC  
913 NORTH BROADWAY AVE  
OKLAHOMA CITY OK 73102

006347P001-1447A-070  
INNEX II LLC INVESTMENT INC  
8004 NW 154TH ST  
STE #243  
MIAMI LAKES FL 33016

006907P001-1447A-070  
IPROMOTEU  
DEPT LA 23232  
PASADENA CA 91185-3232

012245P001-1447A-070  
IRON GRIP BARBELL CO INC  
4012 GARRY AVE  
SANTA ANA CA 92704-6300



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 11 of 20

03/15/2021 10:10:23 PM

012048P004-1447A-070  
IRS- DEPT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
31 HOPKINS PLAZA RM 1150  
PO BOX 538  
BALTIMORE MD 21201

006348P001-1447A-070  
IRT PARTNERS LP  
PNC REGENCY (ATLANTA)  
PO BOX 740462  
ATLANTA GA 30374-0462

006695P002-1447A-070  
J AND D LAWN SVC LLC  
JIM LEEPER  
7922 E PORTOBELLO AVE  
MESA AZ 85121

006887P002-1447A-070  
J AND J REFRIGERATION AND HEATING  
GERALD NIZIOLEK  
5120 E HEARN RD  
SCOTTSDALE AZ 85254

012128P001-1447A-070  
JACKI DAVISON  
7881 MANOR FOREST LN  
BOYNTON BEACH FL 33436

012015P002-1447A-070  
JACKSON EMC  
KIMBERLEY RODRIGUE  
PO BOX 38  
JEFFERSON GA 30549

012525P001-1447A-070  
JAHCO OKLAHOMA PROPERTIES I LLC  
CROWE AND DUNLEVY PC  
WILLIAM H HOCH  
324 N ROBINSON AVE SUITE 100  
OKLAHOMA CITY OK 73102

012526P001-1447A-070  
JAHCO SPRING CREEK LLC  
CROWE AND DUNLEVY PC  
WILLIAM H HOCH  
324 N ROBINSON AVE SUITE 100  
OKLAHOMA CITY OK 73102

012527P001-1447A-070  
JASON BLANK INDIVIDUALLY AND ON BEHALF OF  
ALL OTHERS SIMILARLY SITUATED  
EGGNATZ PASCUCCI JOSHUA EGGNATZ  
7450 GRIFFIN RD STE 230  
DAVIE FL 33314

000201P001-1447A-070  
JEA  
PO BOX 45047  
JACKSONVILLE FL 32232-5047

012491P001-1447A-070  
JEFFERSON PARISH DEPT OF WATER  
W REED SMITH  
1221 ELMWOOD PK BLVD STE 701  
JEFFERSON LA 70123

000213P001-1447A-070  
JEM INVESTMENTS LTD  
501 N MORGAN ST  
STE 202  
TAMPA FL 33602

012500P001-1447A-070  
JENNA ZEBROWSKI  
4207 COBBLERS LN  
DALLAS TX 75287

012159P001-1447A-070  
JENNIFER BONTE  
8430 NW 47TH P  
LAUDERHILL FL 33351

012166P001-1447A-070  
JLJIPC LLC  
PO BOX 865246  
ORLANDO FL 32886-5246

006898P001-1447A-070  
JM ELECTRIC INC  
700 BILLINGS ST  
UNIT R  
AURORA CO 80011

006698P001-1447A-070  
JM IRRIGATION AND LANDSCAPE  
3202 HEATHER GLEN DR  
MESQUITE TX 75150

006863P002-1447A-070  
JOHNSON HEALTH TECH NA INC  
HEIDI FINKLER  
1600 LANDMARK DR  
COTTAGE GROVE WI 53527

006269P002-1447A-070  
FAWN JOHNSON  
PAPA AND GIPE PA  
DAVID PAPA  
1724 GULF TO BAY BLVD  
CLEARWATER FL 33755

006700P001-1447A-070  
JONES AND JONES PLUMBING  
7777 LAMBERT RD  
WINSTON GA 30187

012443P002-1447A-070  
JUANITA AGUILAR  
IURILLO LAW GROUP PA  
CAMILLE J IURILLO; KEVIN L. HING  
5628 CENTRAL AVE  
SAINT PETERSBURG FL 33707

012484P001-1447A-070  
JULIA GONZALEZ  
LAW OFFICE OF ROBERT N PELIER PA  
4649 PONCE DE LEON BLVD STE 301  
CORAL GABLES FL 33146

006210P003-1447A-070  
JUNGLE SHORES LLC  
JUNGLE SHORES HOLDINGS  
JOHN ROESCH  
13650 66TH ST  
LARGO FL 33771

006125P002-1447A-070  
KALYVAS GROUP LLC  
JAMES EFTHYMOS KALYVAS  
111 SECOND AVENUE NE STE 702  
ST. PETERSBURG FL 33701

011756P001-1447A-070  
KATHERINE CLELLAND  
THE LAW OFFICE OF SABAN AND SOLOMON  
JAIMIE L QUINN  
150 N UNIVERSITY DR SUITE 200  
PLANTATION FL 33324

006877P001-1447A-070  
KEITH MCNEIL PLUMBING CONTRACTORS INC  
3505 N MONROE ST  
TALLAHASSEE FL 32303

012153P001-1447A-070  
KIMZAY OF FLORIDA INC  
PO BOX 62045  
NEWARK NJ 07101

012154P001-1447A-070  
KIMZAY OF FLORIDA INC 7794  
PO BOX 62045  
NEWARK NJ 07101

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 12 of 20

03/15/2021 10:10:23 PM

006703P001-1447A-070  
KINGS III EMERGENCY COMMUNICATIONS  
751 CANYON DR STE 100  
COPPELL TX 75019

006349P001-1447A-070  
KIR BRANDON 011 LLC  
PO BOX 62045  
NEWARK NJ 07101

006704P001-1447A-070  
KIRELAND CORAL TERRACE, LLC  
18851 NE 29TH AVE  
STE 303  
AVENTURA FL 33180

012466P001-1447A-070  
KIT CHAN  
881 EAST CLIFTON AVE  
GILBERT AZ 85295

012508P001-1447A-070  
KLOSSCO LLC  
POL SINELLI PC  
JANEL M GLYNN  
1 E WASHINGTON ST STE 1200  
PHOENIX AZ 85004

012185P001-1447A-070  
KONE INC  
6082  
PO BOX 7247  
PHILADELPHIA PA 19170-6082

012456P001-1447A-070  
L2 FUTURE CAPITAL LLC  
LIN ZOU  
LING CHEN  
2701 CUSTER PKWY STE 706  
RICHARDSON TX 75080

012038P001-1447A-070  
LAFAYETTE PLACE OMV LLC  
NOEL BOEKE  
100 NORTH TAMPA ST  
SUITE 4100  
TAMPA FL 33602

012142P001-1447A-070  
LAGRANGE PLAZA LLC  
FOCUS RES  
2158 N GILBERT RD #113  
MESA AZ 85203

006840P002-1447A-070  
LANCASTER PARTNERS VII LTD  
WILLIAMS PARKER HARRISON DIETZ & GETZEN PLLC  
TOMMY GREGORY/WILLIAMS PARKER  
200 SOUTH ORANGE AVE  
SARASOTA FL 34236

006351P001-1447A-070  
LARISE ATLANTIS INC  
103 S US HIGHWAY 1  
STE F-5 #196  
JUPITER FL 33477

006856P001-1447A-070  
LARISE ATLANTIS LLC  
103 S US HIGHWAY  
STE F5  
JUPITER FL 33477

006841P002-1447A-070  
LAUDERHILL MALL INVESTMENT LLC  
GLENN L WIDOM PA  
GLENN L WIDOM  
696 NE 125TH ST  
NORTH MIAMI FL 33161

012204P001-1447A-070  
LAURICELLA MANHATTAN LLC  
PO BOX 54963  
NEW ORLEANS LA 70154

006886P001-1447A-070  
LAWSON AND LAWSON ELECTRICAL SVC INC  
5019 METZKE LN  
TALLAHASSEE FL 32303

006352P001-1447A-070  
LBX ALAFAYA LLC  
C O THE SHOPING CENTER GROUP LLC  
300 GALLERIA PKWY 12TH FL  
ATLANTA GA 30339

012462P002-1447A-070  
DIANE LEONARD  
739 N 59TH PL  
MESA AZ 85205

006710P001-1447A-070  
LES MILLS UNITED STATES TRADING INC  
PO BOX 74008587  
CHICAGO IL 60674-8587

012247P001-1447A-070  
LETO LAW FIRM  
201 SOUTH BISCAYNE BLVD  
STE 2700  
MIAMI FL 33131

012471P002-1447A-070  
LIFE FITNESS LLC  
TERESA LINSOTT  
10601 BELMONT AVE  
FRANKLIN PARK IL 60131

012472P001-1447A-070  
LILIANA CARDOZA  
230 NW 87TH AVE  
APT I-206  
DORAL FL 33172

012467P001-1447A-070  
LINDA DUNCAN  
6530 E REGINA ST  
MESA AZ 85215

006712P001-1447A-070  
LISTEN360, INC  
11625 RAINWATER DR STE 645  
ALPHARETTA GA 30009

006713P002-1447A-070  
LOCAL MANAGEMENT  
SHASHI MOHAN  
200 LINDELL BLVD  
STE #914  
DELRAY BEACH FL 33483

006714P001-1447A-070  
LOCH RAVEN SHOPPING CENTER LLC  
1960 GALLOWS RD  
STE 300  
VIENNA VA 22182

012517P002-1447A-070  
LYNNWOOD PLACE STATION LLC  
SAUL EWING ARNSTEIN AND LEHR LLP  
MONIQUE B DISABATINO  
1201 NORTH MARKET ST STE 2300  
WILMINGTON DE 19801

006890P001-1447A-070  
MABE FLOORING COVERING LLC  
5315 C LAKE POINTE CTR DR  
CUMMING GA 30041

011749P002-1447A-070  
MADE VENTURE HOLDINGS LLC  
NEW GROUP MANAGEMENT  
1140 NE 163RD ST STE 28  
N. MIAMI BEACH FL 33162

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 13 of 20

03/15/2021 10:10:23 PM

006718P001-1447A-070  
MAJESTIC LOCKSMITH CORP  
1980 WEST 60 ST  
HIALEAH FL 33012

012163P002-1447A-070  
MANATEE INVESTMENTS III LLC AND AGUA CALIENTE  
INVESTMENTS III LLC  
SACKS TIERNEY PA RANDY NUSSBAUM  
4250 NORTH DRINKWATER BLVD 4TH FL  
SCOTTSDALE AZ 85251

006719P001-1447A-070  
MANATEE INVESTMENTS III, LLC  
4835 E CACTUS RD  
STE 443  
SCOTTSDALE AZ 85254

000220P001-1447A-070  
MARKETPLACE PLAZA LLC  
BERGER REALTY  
1600 SE 17TH ST STE #200  
FT LAUDERDALE FL 33316

012518P001-1447A-070  
MARKETPLACE PLAZA LLC  
SMOLER AND ASSOCIATES PA  
BRUCE J SMOLER  
2611 HOLLYWOOD BLVD  
HOLLYWOOD FL 33020

006723P003-1447A-070  
MARKHAM AND STEIN UNLIMITED LLC  
MARKHAM CRONIN  
2424 S DIXIE HWY  
MIAMI FL 33133

000219P001-1447A-070  
MARKAN SUPPLY CO INC  
PO BOX 2068  
TALLAHASSEE FL 32316-2068

012249P001-1447A-070  
MASTER CARD  
PO BOX 100647  
ATLANTA GA 30384-0647

006724P002-1447A-070  
MASTER MECHANICAL SVC  
JOANN PINNA  
15181 NW 33RD PL  
MIAMI FL 33054

012481P001-1447A-070  
MBW INVESTORS LLC  
RPM REALTY MANAGEMENT LLC  
ELLEN HOLLOWAY  
14502 N DALE MABRY HWY  
SUITE 333  
TAMPA FL 33618

012390P001-1447A-070  
MCMAHAN GROUP LLC  
STITES AND HARBISON PLLC  
BRIAN R POLLOCK  
400 W MARKET ST SUITE 1800  
LOUISVILLE KY 40202

012135P001-1447A-070  
MCNEILL SIGNS INC  
1305 POINSETTIA DR  
STE F4  
DELRAY BEACH FL 33444

012251P001-1447A-070  
MESSAGE MEDIA USA INC  
PO BOX 399197  
SAN FRANCISCO CA 94139-9197

012121P001-1447A-070  
MF ATHLETIC  
PO BOX 8090  
CRANSTON RI 02920-0090

012189P001-1447A-070  
MGM ELECTRIC INC  
13805 GOOD LIFE RD  
TAMPA FL 33618

006726P001-1447A-070  
MIDFLORIDA REFRIGERATION, INC  
400 COMMERCE WAY  
STE 124  
LONGWOOD FL 32750

012139P001-1447A-070  
MIKE MOORES PLUMBING  
160 B WANLEY DR  
CARTERSVILLE GA 30121

012205P002-1447A-070  
MILLER MECHANICAL INC  
STEPHANIE MILLER  
PO BOX 1429  
GLEN ALLEN VA 23060

000224P001-1447A-070  
MISHORIM GOLD JACKSONVILLE LP  
COLLIERS INTERNATIONAL  
PO BOX 13470  
RICHMOND VA 23225

006729P001-1447A-070  
MORE POWER ELECTRIC, LLC  
17632 W BETHANY HOME RD  
WADDELL AZ 85355

006730P001-1447A-070  
MOSAIC OXBRIDGE OWNER LLC  
2800 QUARRY LAKE DR STE 340  
BALTIMORE MD 21209

011744P001-1447A-070  
MOTION PICTURE LICENSING CORP  
GABRIEL SEGAL  
5455 S CENTINELA AVE  
LOS ANGELES CA 90066

011755P003-1447A-070  
MS- MISSISSIPPI DEPT OF REVENUE  
BANKRUPTCY SECTION  
NIKESHIA AGEE  
P O BOX 22808  
JACKSON MS 39225-2808

000225P001-1447A-070  
NARRAGANSETT BAY COMMISSION  
P O BOX 9668  
DEPARTMENT 25  
PROVIDENCE RI 02940-9668

000056P001-1447A-070  
NATIONAL FIRE CONTROL  
55 WEST HOOVER STE #10  
MESA AZ 85210

012438P001-1447A-070  
NATIONAL GRID  
CLERK  
300 ERIE BLVD W  
SYRACUSE NY 13202

006544P002-1447A-070  
NATIONAL GYM SUPPLY  
JONATHAN WEBSTER  
5500 WEST 83RD ST  
LOS ANGELES CA 90045

012252P001-1447A-070  
NATURAL CLEAN SVC INC  
7672 COURTYARD RUN W  
BOCA RATON FL 33433

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 14 of 20

03/15/2021 10:10:23 PM

006874P001-1447A-070  
NESPA ELECTRIC INC  
333 CAVALIER RD  
PALM SPRINGS FL 33461

006914P001-1447A-070  
NEW HORIZON COMMUNICATIONS  
PO BOX 981073  
BOSTON MA 02298-1073

012537P001-1447A-070  
NEW PLAN FLORIDA HOLDINGS LLC  
BALLARD SPAHR LLP  
LESLIE C HEILMAN  
919 N MARKET ST 11TH FL  
WILMINGTON DE 19801

012528P002-1447A-070  
LATISHA NEWMAN  
MARC A WEINBERG  
815 GREENWOOD AVE SUITE 22  
JENKINTOWN PA 19046

000228P001-1447A-070  
NG SHOPPES AT CRESTHAVEN LLC  
PO BOX 865818  
ORLANDO FL 32886-5818

000229P001-1447A-070  
NITEL  
LOCKBOX DEPT 4929  
CAROL STREAM IL 60122-4929

012039P001-1447A-070  
NORTH PORT OMV II LLC  
NOEL BOEKE  
HOLLAND AND KNIGHT LLP  
100 NORTH TAMPA ST  
SUITE 4100  
TAMPA FL 33602

000232P001-1447A-070  
NORTH PORT UTILITIES  
4970 CITY HALL BLVD  
NORTH PORT FL 34286

000233P001-1447A-070  
NORTH SPRINGS IMPROVEMENT DISTRICT  
9700 NW 52ND ST  
CORAL SPRINGS FL 33076

0006735P001-1447A-070  
NOVEL SIGNS  
8016 118TH AVE NORTH  
LARGO FL 33773

012147P001-1447A-070  
OAKWOOD PLAZA LIMITED PARTNERS  
PO BOX 62045  
NEWARK NJ 07101

0006357P001-1447A-070  
OAKWOOD PLAZA LIMITED PARTNERSHIP  
PO BOX 62045  
NEWARK NJ 07101

006736P001-1447A-070  
OCTANE FITNESS  
PO BOX 101830  
PASADENA CA 91189-1830

006737P001-1447A-070  
OFFICE DEPOT INC  
PO BOX 633980  
CINCINNATI OH 45263-3980

006738P002-1447A-070  
ONE BEAT CPR LEARNING CENTER LLC  
MARY DOYLE  
CLAUDIO ISSA  
3151 EXECUTIVE WAY  
MIRAMAR, FL 33025

000230P001-1447A-070  
ONE POINT TECHNOLOGIES INC  
PO BOX 1849  
WOODSTOCK GA 30188-1369

012118P001-1447A-070  
ORACLE ELEVATOR CO  
PO BOX 636843  
CINCINNATI OH 45263-6843

006739P001-1447A-070  
ORKIN LLC MIDLOTHIAN  
10813 MIDLOTHIAN TURNPIKE  
NORTH CHESTERFIELD VA 23235

006741P001-1447A-070  
ORKIN, LLC TIMONIUM  
1850 YORK RD STE F  
TIMONIUM MD 21093

006742P001-1447A-070  
ORKIN, LLC JEFFERSON  
5700 CITRIS BLVD STE E2  
JEFFERSON LA 70123

000234P001-1447A-070  
ORLANDO UTILITIES COMMISSION  
P O BOX 31329  
TAMPA FL 33631-3329

006744P001-1447A-070  
PALLADIANNORTH POINT COMMONS, LLC  
860 JOHNSON FERRY RD NE  
STE 140-336  
ATLANTA GA 30342

012453P001-1447A-070  
PALM BEACH COUNTY WATER UTILITIES  
MARIE YANIQUE JASMIN  
301 N OLIVE AVE 7TH FL  
WEST PALM BEACH FL 33401

012165P001-1447A-070  
PARTRIDGE EQUITY GROUP  
PO BOX 12371  
DEPT 3711  
DALLAS TX 75312-3711

006603P001-1447A-070  
PATRICE MILANI EXERCISE EQUIPMENT INC  
6400 FRANKFORD AVE  
UNIT 21  
BALTIMORE MD 21206

006746P001-1447A-070  
PEAK ACTIVITY LLC  
1880 N CONGRESS AVE  
STE 210  
BOYNTON BEACH FL 33426

000055P001-1447A-070  
PEMBROKE PINES FALSE ALARM REDUCTION PROGRAM  
CLIENT ID#600093  
PO BOX 24620  
WEST PALM BEACH FL 33416

012155P001-1447A-070  
PENN DUTCH PLAZA LLC  
PO BOX 161845  
ALTAMONTE SPRINGS FL 32716-1845

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 15 of 20

03/15/2021 10:10:23 PM

012477P001-1447A-070 SALVATORE PERRONE ANDREA PERRONE 5408 AVENAL DR LUTZ FL 33558	006747P001-1447A-070 PERSONAL TRAINING ON THE NET 32107 LINDERO CANYON RD STE 233 WESTLAKE VILLAGE CA 91361	000238P001-1447A-070 PETINOSLLC 562 WYLIE RD SE STE 2 MARIETTA GA 30067	000239P001-1447A-070 PHILADELPHIA GAS WORKS PO BOX 11700 NEWARK NJ 07101-4700
000240P001-1447A-070 PINELLAS COUNTY UTILITIES PO BOX 1780 CLEARWATER FL 33757-1780	012392P002-1447A-070 PLURIS SOUTHGATE LLC BROOKE DUFF 1095 HWY 210 SNEADS FERRY NC 28460	012501P001-1447A-070 PMAT ALGIERS PLAZA LLC HARTMAN SIMONS AND WOOD LLP TODD H SURDEN 6400 POWERS FERRY RD NW #400 ATLANTA GA 30339	012509P001-1447A-070 POLYGLASS USA INC KELLEY FULTON AND KAPLAN PL CRAIG KELLEY 1665 PALM BEACH LAKES BLVD STE 1000 WEST PALM BEACH FL 33401
012254P001-1447A-070 POWELL AV LLC 10501 SIX MILE CYPRESS PKWY STE 113 FORT MYERS FL 33966	006862P002-1447A-070 PRECISE AIR CONDITIONING AND REFRIGERATION LLC JULIO MARTINEZ 15412 SW 177TH TER MIAMI FL 33187	006602P001-1447A-070 PRECOR INC PO BOX 3136 CAROL STREAM IL 60132-3136	012444P002-1447A-070 PRESTONS GENUINE ENTERPRISES LLC DBA FISH WINDOW CLEANING OF TALLAHASSEE MICHAEL PRESTON PO BOX 14095 TALLAHASSEE FL 32317
000092P001-1447A-070 PRIORITY SYSTEMS INC 5221 W NAPOLEON AVE METAIRIE LA 70001	012131P001-1447A-070 PRO REVOLUTION 4471 N FEDERAL HWY #212 POMPANO BEACH FL 33064	012172P002-1447A-070 PRO TEC FIRE AND SAFETY AKA PRO TEC FIRE PROTECTION LLC TAMMY BAKER 2330 PROTEC WAY LOGANVILLE GA 30052	006881P001-1447A-070 PROFESSIONAL PLUMBING AND DESIGN INC 4450 MIDDLE AVE SARASOTA FL 34234
006358P001-1447A-070 PROMENADE PLAZA PARTNERSHIP REDEVCO MANAGEMENT 220 FLORIDA AVE CORAL GABLES FL 33133	012174P001-1447A-070 PROPERTY MANAGEMENT OF NEW YOR 47-05 METROPOLITAN AVE RIDGEWOOD NY 11385	012452P002-1447A-070 PROTEGIS FIRE AND SAFETY JACKIE CARLSON 6155 ROCKSIDE RD STE 400 INDEPENDENCE OH 44131	000243P001-1447A-070 PROVIDENCE WATER PO BOX 1456 PROVIDENCE RI 02901-1456
011747P001-1447A-070 PUBLIC SVC CO A COLORADO CORP DBA XCEL ENERGY BANKRUPTCY DEPARTMENT PO BOX 9477 MINNEAPOLIS MN 55484	012186P001-1447A-070 PUFFIN MANAGEMENT INC 100 CLUB DR STE 235 BURNSVILLE NC 28714	012255P001-1447A-070 PURCHASE POWER PO BOX 371874 PITTSBURGH PA 15250-7874	012100P001-1447A-070 QWEST CORP DBA CENTURYLINK QC CENTURYLINK COMMUNICATIONS LLC BANKRUPTCY 1025 EL DORADO BLVD BROOMFIELD CO 80021
012050P001-1447A-070 RCGSOUTHAVEN SPE LLC ARNALL GOLDEN GREGORY LLP SEAN KULKA 171 17TH ST NW STE 2100 ATLANTA GA 30363	012538P001-1447A-070 RCS VISTA RIDGE HG LLC FOLEY AND LARDNER LLP THOMAS C SCANNELL 2021 MCKINNEY AVE STE 1600 DALLAS TX 75201	006754P001-1447A-070 REBEL EXTERMINATORS 4911 NE 9TH AVE FT. LAUDERDALE FL 33334	006755P001-1447A-070 RED CAP PLUMBING AND AIR, INC 6605 N NEBRASKA AVE TAMPA FL 33604

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 16 of 20

03/15/2021 10:10:23 PM

000097P002-1447A-070  
REDWIRE  
LISA ROSSOW  
1136 THOMASVILLE RD  
TALLAHASSEE FL 32303

012158P002-1447A-070  
REIFF ELECTRICAL SVC LLC  
LAURA REIFF  
PO BOX 14132  
TALLAHASSEE FL 32317

000051P001-1447A-070  
RELYCO RESOURCES INC  
PO BOX 530812  
ATLANTA GA 30353-0812

000246P001-1447A-070  
REPUBLIC SVC 78829  
P O BOX 78829  
PHOENIX AZ 85062-8829

000245P001-1447A-070  
REPUBLIC SVC 9001099  
P O BOX 9001099  
LOUISVILLE KY 10290-1099

012207P001-1447A-070  
RESTORATION DEVELOPMENTS  
3206 NUTMEG IN  
GARLAND TX 75044

000137P001-1447A-070  
RHODES BOONE PARTNERS LP  
649 PINETREE DR  
DECATUR GA 30030

000078P001-1447A-070  
RICHARDSON FIRE EQUIPMENT CO  
PO BOX 835724  
RICHARDSON TX 75083-5724

006879P001-1447A-070  
RICHARDSON ISD TAX OFFICE  
420 S GREENVILLE AVE  
RICHARDSON TX 75081

006916P001-1447A-070  
RICK WATSONS HEATING AND AIR CONDITIONING INC  
PO BOX 180009  
TALLAHASSEE FL 32318

003539P001-1447A-070  
ALEJANDRO RICO  
ADDRESS INTENTIONALLY OMITTED

012173P001-1447A-070  
RIVERDALE CROSSING SHOPPING CENTER LLC  
6961 PEACHTREE INDUSTRIAL BLVD  
STE 101  
NORCROSS GA 30092

012025P002-1447A-070  
ROBERT R MCGILL AIR CONDITIONING INC  
AMY MCGILL  
333 S 3RD ST  
LANTANA FL 33462

012256P002-1447A-070  
ROBERT R MCGILL AIR CONDITIONING INC  
AMY MCGILL  
333 S 3RD ST  
LANTANA FL 33462

006699P001-1447A-070  
JOHN MARK ROESCH  
13650 66TH ST N  
LARGO FL 33771

012151P001-1447A-070  
RPT REALTY LP  
BANK OF AMERICA  
PO BOX 350018  
BOSTON MA 02241-0518

012257P002-1447A-070  
S AND S PAINTING AND WATERPROOFING LLC  
SAL DESTEFANO  
2801 N POWERLINE RD  
POMPANO BEACH FL 33069

006758P001-1447A-070  
SADA SYSTEMS, INC  
5250 LANKERSHIM BLVD #620  
NORTH HOLLYWOOD CA 91601

012482P002-1447A-070  
VIVIANA M SAN-MARTIN  
17926 SW 154 PL  
MIAMI FL 33187

006760P001-1447A-070  
SANDALFOOT PLAZA BOCA, LLC  
REICHEL REALTY AND INVESTMENTS  
8845 N MILITARY TRL STE 100  
PALM BEACH GARDEN FL 33410

006761P001-1447A-070  
SANTANA LANDSCAPING  
3405 EASTBROOK DR  
MESQUITE TX 75150

012522P002-1447A-070  
MAYRA SAULEDA  
11221 SW 131ST AVE  
MIAMI FL 33186

000248P001-1447A-070  
SCANA ENERGY  
PO BOX 100157  
COLUMBIA SC 29202-3157

012140P001-1447A-070  
SCC MAKET SQUARE LLC  
PO BOX 931650  
CLEVELAND OH 44193

012259P001-1447A-070  
SCOTT LEVITT  
7539 GREENLAKE WAY  
APT B  
BOYNTON BEACH FL 33436

012208P001-1447A-070  
SCOTT-DEL ELECTRIC INC  
PO BOX 29535  
DALLAS TX 75229-0535

012176P001-1447A-070  
SCOTTSDALE RETAIL CENTER 02 L  
FOR BENEFIT OF JP MORGAN CHASE  
1801 W OLYMPIC BLVD  
PASADENA CA 91199-1966

006359P001-1447A-070  
SCOTTSDALE RETAIL CENTER 02 LLC  
FOR BENEFIT OF JP MORGAN CHASE  
1801 W OLYMPIC BLVD  
PASADENA CA 91199-1966

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 17 of 20

03/15/2021 10:10:23 PM

012209P001-1447A-070  
 SECRETARY OF STATE OF TEXAS  
 REGISTRATIONS UNIT  
 PO BOX 13193  
 AUSTIN TX 78711-3193

012488P002-1447A-070  
 SECURITY AND FIRE SYSTEMS INC  
 GEORGE ANDRES MILIAN  
 7451 WILES RD  
 SUITE 101  
 CORAL SPRINGS FL 33067

012485P001-1447A-070  
 SECURITY SYSTEMS OF SOUTH FLORIDA LLC  
 GREG ROSEN  
 1440 CORAL RIDGE DR # 497  
 CORAL SPRINGS FL 33071

000249P001-1447A-070  
 SELIG ENTERPRISES INC  
 PO BOX 30063  
 TAMPA FL 33630

006130P002-1447A-070  
 SELIG ENTERPRISES INC  
 1100 SPRING ST STE 550  
 ATLANTA GA 30309

006765P002-1447A-070  
 SEW MOBILE UPHOLSTERY LLC  
 VERONICA ZAMORA  
 4681 N ANDREWS AVE  
 FT LAUDERDALE FL 33309

000250P001-1447A-070  
 SHILOH SQUARE  
 PO BOX 645414  
 PITTSBURGH PA 15264-5414

012520P002-1447A-070  
 SHILOH STATION LLC  
 SAUL EWING ARNSTEIN AND LEHR LLP  
 MONIQUE B DISABATINO  
 1201 NORTH MARKET ST STE 2300  
 WILMINGTON DE 19801

006767P002-1447A-070  
 SHOPPERS SQUARE ASSOCIATES LTD  
 JAMES GETZEN  
 1434 LADUE LN  
 SARASOTA FL 34231

006768P002-1447A-070  
 SHUMATE MECHANICAL  
 JENNIFER OWEN-BOWSER  
 2805 PREMIERE PKWY  
 DULUTH GA 30097

012529P002-1447A-070  
 SIMON PROPERTY GROUP  
 AKA TOWN CENTER AT BOCA RATON  
 RONALD M TUCKER  
 225 W WASHINGTON ST  
 INDIANAPOLIS IN 46204

000253P001-1447A-070  
 SITE CENTER CORP  
 PO BOX 931650  
 CLEVELAND OH 44193

012478P001-1447A-070  
 CYNTHIA SMALLS  
 5615 N CAMAC ST  
 PHILADELPHIA PA 19141-4105

006770P003-1447A-070  
 SNELL AIR CONDITIONING INC  
 LANIE SNELL  
 1449 BANKS RD  
 MARGATE FL 33063

012503P001-1447A-070  
 SNELL PRECISION COOLING INC  
 LANIE SNELL  
 1449 BANKS RD  
 MARGATE FL 33063

006861P001-1447A-070  
 SOLID SURFACES INC  
 1372 NW 100TH AVE  
 CORAL SPRINGS FL 33071

000254P001-1447A-070  
 SOUTHWEST GAS CORP  
 PO BOX 98890  
 LAS VEGAS NV 89193-8890

012486P001-1447A-070  
 SOUTHWESTERN BELL TELEPHONE CO  
 AT AND T SVC INC  
 KAREN A CAVAGNARO  
 ONE AT&T WAY ROOM 3A104  
 BEDMINSTER NJ 07921

012454P002-1447A-070  
 SPECTRUM  
 DEBRA SHANKLIN  
 1600 DUBLIN RD  
 COLUMBUS OH 43215

012210P001-1447A-070  
 SPP SUNWEST PORFOLIO LLC  
 PO BOX 203710  
 DALLAS TX 75320

012510P001-1447A-070  
 SQUAW PEAK VENTURES LLC  
 LAKE AND COBB PLC  
 DON C FLETCHER  
 1095 W RIO SALADO PKWY SUITE 206  
 TEMPE AZ 85281

000255P001-1447A-070  
 SRP  
 PO BOX 80062  
 PRESCOTT AZ 86304-8062

012042P001-1447A-070  
 STAPLES BUSINESS ADVANTAGE  
 TOM RIGGLEMAN  
 7 TECHNOLOGY CIR  
 COLUMBIA SC 29203

012005P002-1447A-070  
 STAR2STAR COMMUNICATIONS  
 BRUCE H ILLES  
 600 TAILEVEST RD  
 STE 202  
 SARASOTA FL 34243

000096P001-1447A-070  
 STATE SYSTEMS INC  
 PO BOX 372  
 DEPT 90  
 MEMPHIS TN 38101

006773P001-1447A-070  
 STORAGE MART  
 405 SO FEDERAL HIGHWAY  
 POMPANO BEACH FL 33062

012265P001-1447A-070  
 STUMPHAUZER FOSILD SLOMAN ROSS AND KOLAYA  
 ONE SE 3RD AVE STE 1820  
 MIAMI FL 33131

006774P001-1447A-070  
 STYKU, LLC  
 5462 JILLSON ST  
 COMMERCE CA 90040

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 18 of 20

03/15/2021 10:10:23 PM

006775P003-1447A-070  
SUN KITCHEN SVCS LLC  
ROLANDO MARTINEZ  
2511 NW 17TH LN # B7  
POMPANO BEACH FL 33064

006776P001-1447A-070  
SUNFOCUS TRAINING INC  
5753 HWY 85 NORTH #6243  
CRESTVIEW FL 32536

006777P001-1447A-070  
SUNSHINE WINDOW CLEANING  
1505 COBB INDUSTRIAL DR  
MARIETTA GA 30066

006778P001-1447A-070  
SUNSTATE AIR CONDITIONING AND HEATING, LLC  
6636 35TH CT E  
SARASOTA FL 34243

006762P002-1447A-070  
SVC FIRST  
LEAH WHEELER  
1409 S BROADWA STE C  
JOSHUA TX 76058

006763P001-1447A-070  
SVC PROPERTIES TRUST  
TWO NEWTON PL  
255 WASHINGTON ST STE 300  
NEWTON MA 02458

012511P001-1447A-070  
SVCN 5 LLC  
SHERMAN AND HOWARD LLC  
PETER CAL  
633 17TH ST SUITE 3000  
DENVER CO 80202

012468P001-1447A-070  
SWANEE YOURKOWSKI  
8070 GRANITE FALLS DR  
REDMOND OR 97756

012532P001-1447A-070  
BARBARA J SWARTZ  
1584 MONARCH DR  
VENICE FL 34293

012023P001-1447A-070  
T MOBILE T-MOBILE USA INC  
BY AMERICAN INFOSOURCE AS AGENT  
ASHLEY BOSWELL  
4515 N SANTA FE AVE  
OKLAHOMA CITY OK 73118

006780P001-1447A-070  
TECH SVC TODAY, LLC  
1903 S CONGRES AVE STE 305  
BOYNTON BEACH FL 33426

000258P001-1447A-070  
TECO  
PO BOX 31318  
TAMPA FL 33631-3017

012124P001-1447A-070  
TEK FITNESS DISTRIBUTORS  
PO BOX 18822  
FOUNTAIN HILLS AZ 85269

012519P002-1447A-070  
MARY ELLEN TERKELSON  
5392 W BRYCE LN  
GLENDALE AZ 85301

012439P001-1447A-070  
THE GUM DOC FITNESS REPAIR LLC  
WESLEY PIERRE  
1460 SW 3RD ST STE B5  
POMPANO BEACH FL 33069

006782P002-1447A-070  
THE GYM DOC FITNESS REPAIR LLC  
WESLEY PIERRE  
1460 SW 3RD ST STE B5  
POMPANO BEACH FL 33069

006911P001-1447A-070  
THE HOME DEPOT PRO  
PO BOX 404468  
ATLANTA GA 30384-4468

006913P001-1447A-070  
THE ULTIMATE SOFTWARE GROUP INC  
PO BOX 930953  
ATLANTA GA 31193-0953

006785P003-1447A-070  
THOMPSON PEST CONTROL INC  
TOBY WILLIAMS THOMPSON  
4911 NE 9 AVE STE # C  
FORT LAUDERDALE FL 33334

000259P001-1447A-070  
TIME WARNER CABLE BUSINESS CLASS  
PO BOX 223085  
PITTSBURG PA 15251-2085

012211P001-1447A-070  
TITLETOWN PLUMBING LLC  
4639 NW 6TH ST  
STE D  
GAINESVILLE FL 32609

012524P001-1447A-070  
TKG STORAGEMART PARTNERS PORTFOLIO LLC  
AKA STORAGEMART II LLC  
THOMAS M HARRISON  
215 N STADIUM BLVD STE 207  
COLUMBIA MO 65203

012016P002-1447A-070  
TN- DEPT OF REVENUE  
TDOR ATTORNEY GENERAL  
JORDAN HOLLIS  
PO BOX 20207  
NASHVILLE TN 37202

006872P001-1447A-070  
TONY KELLY HEATING AND AIR CONDITIONING  
3009 W THARPE ST  
TALLAHASSEE FL 32303

012134P001-1447A-070  
TOP DRAWER INC  
5190 NW 165TH ST  
MIAMI FL 33014

012171P001-1447A-070  
TOTAL CONSTRUCTION SVC INC  
PO BOX 72789  
PROVIDENCE RI 02907

012143P001-1447A-070  
TOWN OF GILBERT ALARM UNIT  
DEVELOPMENT SVC DEPT  
90 E CIVIC CENTER DR  
GILBERT AZ 85296

006325P004-1447A-070  
TRAVELERS INDEMNITY CO ET AL  
TRAVELERS  
ACCOUNT RESOLUTION  
ONE TOWER SQ 0000 FP15  
HARTFORD CT 06183



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 19 of 20

03/15/2021 10:10:23 PM

000081P001-1447A-070  
TROPICAL FIRE AND SECURITY SYSTEMS INC  
14008 NW 82 AVE  
MIAMI LAKES FL 33016

012122P001-1447A-070  
TRUE FITNESS TECHNOLOGY INC  
PO BOX 419161  
CREVE COEUR MO 63141

006892P001-1447A-070  
TRULY NOLEN OF AMERICA INC  
5931 HALLANDALE BEACH BLVD  
WEST PARK FL 33023

006362P002-1447A-070  
TSC RAMBLEWOOD LTD  
THOMAS COLEMAN  
333 CAMINO GARDENS BLVD STE 200  
BOCA RATON FL 33432

006787P001-1447A-070  
TURNER PEST CONTROL, LLC  
8400 BAYMEADOWS WAY  
# 12  
JACKSONVILLE FL 32256

006891P001-1447A-070  
UNDER PRESSURE CLEANING SOLUTIONS  
570 S PK RD UNIT 6-34  
HOLLYWOOD FL 33021

012133P001-1447A-070  
UNDER PRESSURE CLEANING SOLUTIONS  
570 S PARK ROAD UNIT 6-34  
HOLLYWOOD FL 33021

006859P001-1447A-070  
UNITED FIRE PROTECTION INC  
12001 31ST CT N  
ST PETERSBURG FL 33716

006788P001-1447A-070  
UNITED STATES DEVELOPEMENT  
100 MIRACLE MILE  
STE 310  
CORAL GABLES FL 33134

006789P001-1447A-070  
UNIVERSITY SHOPPES, LLC  
1421 SW 107TH AVE  
# 262  
MIAMI FL 33174

012115P002-1447A-070  
UNLIMITED PLUMBING INC  
WELLINGTON PESSOA  
PO BOX 3953  
BOCA RATON FL 33427

012267P001-1447A-070  
US BANK EQUIPMENT FINANCE  
PO BOX 790448  
ST LOUIS MO 63179-0448

012125P001-1447A-070  
USRPI REIT INC  
ARCADIA MANAGEMENT  
PO BOX 10  
SCOTTSDALE AZ 85252-0010

006790P001-1447A-070  
VARITECH LLC  
1027 FLUSHING AVE  
CLEARWATER FL 33764

012492P001-1447A-070  
VERITIV OPERATING CO  
MARIANNE NICHOLS  
6120 SOUTH GILMORE RD  
FAIRFIELD OH 45014

000263P001-1447A-070  
VERIZON 15124  
P O BOX 15124  
ALBANY NY 15124

012521P001-1447A-070  
VERSAILLES LAND GROUP LLC  
DOUG MARTIN LAW OFFICE  
1031 WELLINGTON WAY STE 135  
LEXINGTON KY 40513

012539P001-1447A-070  
VISTA RIDGE RETAIL LLC  
FOLEY AND LARDNER LLP  
THOMAS C SCANNELL  
2021 MCKINNEY AVE STE 1600  
DALLAS TX 75201

000264P001-1447A-070  
WASTE MANAGEMENT 13648  
PO BOX 13648  
PHILADELPHIA PA 19101-3648

006918P001-1447A-070  
WASTE MANAGEMENT 43350  
PO BOX 43350  
PHOENIX AZ 85080

000268P001-1447A-070  
WASTE MANAGEMENT 660345  
PO BOX 660345  
DALLAS TX 75266

012126P001-1447A-070  
WASTE MANAGEMENT 78251  
P O BOX 78251  
PHOENIX AZ 85062-8251

012212P002-1447A-070  
WASTE MANAGEMENT 9001054  
P O BOX 55558  
BOSTON MA 02205-5558

000266P001-1447A-070  
WASTE MANAGEMENT INC OF FLORIDA  
PO BOX 4648  
CAROL STREAM IL 60197-4648

006594P002-1447A-070  
WASTE PRO USA  
CAROL MONTES  
3101 NW 16TH TERRACE  
POMPANO BEACH FL 33064

006793P001-1447A-070  
WATER PERFECT POOL, INC  
4856 E BASELINE RD # 106  
MESA FL 85206

006893P002-1447A-070  
WATERMASTERS OF PALM BCH INC  
STEPHEN SINGER  
618 HERON DR  
DELRAY BEACH FL 33444

012531P001-1447A-070  
WCA WASTE SYSTEMS INC  
THE HUDGINS LAW FIRM PC  
STEVEN F HUDGINS  
24 GREENWAY PLZ SUITE 2000  
HOUSTON TX 77046

**YouFit Health Clubs, LLC, et al.**  
**Exhibit Pages**

Page # : 20 of 20

03/15/2021 10:10:23 PM

012136P001-1447A-070  
 WEINGARTEN REALTY INVESTORS  
 PO BOX 301074  
 DALLAS TX 75303-1074

000271P001-1447A-070  
 WELLINGTON UTILITIES  
 PO BOX 31632  
 TAMPA FL 33631-3632

012132P002-1447A-070  
 WEST CENTRAL DESIGN BUILD  
 JASON STROSS  
 6505 CENTRAL AVE  
 ST. PETE FL 33710

006794P002-1447A-070  
 WEST COAST ELECTRICAL CONTRACTORS INC  
 NICHOLE CHEAVES  
 1709 38TH AVE WEST  
 BRADENTON FL 34205

006795P001-1447A-070  
 WESTVIEW SHOPPES FLA, LLC  
 NEW GROUP MANAGEMENT  
 1140 NE 163RD ST STE #28  
 N MIAMI BEACH FL 33162

012150P001-1447A-070  
 WHITE AND SON REFRIGERATION  
 PO BOX 251  
 HUN TSVILLE AZ 35804

006796P003-1447A-070  
 WINDSOR ELECTRIC CO INC  
 MARGARET KAVALSKY  
 10227 S DOLFIELD RD  
 OWINGS MILLS MD 21117-0549

000273P001-1447A-070  
 WINDSTREAM  
 P O BOX 9001950  
 LOUISVILLE KY 40290-1950

012213P001-1447A-070  
 WINSTON WATER COOLER LTD  
 PO BOX 734472  
 DALLAS TX 75373

012502P001-1447A-070  
 WM CORPORATE SVC INC  
 WASTE MANAGEMENT  
 JACQUOLYN MILLS  
 800 CAPITOL ST STE 3000  
 HOUSTON TX 77002

012540P001-1447A-070  
 WPT ARVADA VII LLC  
 CONNOLLY GALLAGHER LLP  
 KELLY M CONLAN  
 1201 N MARKET ST 20TH FL  
 WILMINGTON DE 19801

012214P001-1447A-070  
 WRI JT NORTHBRIDGE LP  
 PO BOX 301607  
 DALLAS TX 75303-1607

006798P001-1447A-070  
 WW GAY MECHANICAL CONTRACTOR OF ORLANDO INC  
 3220 39TH SREET  
 ORLANDO FL 32839

006791P001-1447A-070  
 WW GAY MECHANICAL CONTRACTOR, INC  
 524 STOCKTON ST  
 JACKSONVILLE FL 32204

012461P001-1447A-070  
 WWWTURNSTILESUS INC  
 DAVIS AND JONES  
 SIMON FERNANDEZ  
 2521 BROWN BLVD  
 ARLINGTON TX 76006

012530P002-1447A-070  
 VERONICA J ZAMORA  
 4681 N ANDREWS AVE  
 FORT LAUDERDALE FL 33309

012145P001-1447A-070  
 ZANPRO LLC  
 ERIK LITWIN  
 2332 COTNER AVE  
 STE 301  
 LOS ANGELES CA 90064

012497P001-1447A-070  
 SCOTT ZINNER  
 3427 E DENNISPORT  
 GILBERT AZ 85295

012496P001-1447A-070  
 TIFFANY ZINNER  
 3427 E DENNISPORT AVE  
 GILBERT AZ 85295

## EXHIBIT J

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 1 of 2

03/12/2021 04:24:20 PM

006408S001-1447A-070 ADAMS COUNTY TREASURER PO BOX 869 BRIGHTON CO 80601-0869	011743P002-1447A-070 AZ- MARICOPA COUNTY TREASURER PETER MUTHIG 225 W MADISON ST PHOENIX AZ 85003	012499P002-1447A-070 BROWARD COUNTY WATER AND WASTEWATER SVCS 2555 W COPANS RD POMPANO BEACH FL 33069	006643P002-1447A-070 BUTLER PROPERTY COMPANY LLC ALEXANDRA SHADDOX 100 N COTTONWOOD DR STE 104 RICHARDSON TX 75080
012475P001-1447A-070 CASSIDY PETERS 7514 NW 42ND CT CORAL SPRINGS FL 33065	006408P002-1447A-070 CO- ADAMS COUNTY TREASURER AND PUBLIC TRUSTEE LISA L. CULPEPPER, JD 4430 S ADAMS COUNTY PKWY STE C2436 BRIGHTON CO 80601	006659P003-1447A-070 DAASLY INC PATRICIA IZQUIERDO 8004 NW 154 ST 632 MIAMI LAKES FL 33016	012476P002-1447A-070 MICHAEL D ELDER DEBORAH KELLJCHIAN 7514 NW 42ND CT CORAL SPRINGS FL 33065
012469P001-1447A-070 FL- ALACHUA COUNTY TAX COLLECTOR JOHN POWER TAX COLLECTOR MISTY BLACKFORD 5830 NW 34TH BLVD GAINESVILLE FL 32653	000008P002-1447A-070 FL- BROWARD CNTY TAX COLLECTOR RECORDS TAXES & TREASURY BANKRUPTCY SECTION STACY E WULFEKUHLE 115 S ANDREWS AVE #A100 FORT LAUDERDALE FL 33301-1895	011849P002-1447A-070 FL- CHARLOTTE COUNTY TAX COLLECTOR VICKIE POTTS 18500 MURDOCK CIR PORT CHARLOTTE FL 33948	012470P001-1447A-070 FL- DORIS MALOY LEON COUNTY TAX COLLECTOR POST OFFICE BOX 1835 TALLAHASSEE FL 32302
012440P002-1447A-070 FL- DUVAL COUNTY TAX COLLECTOR JIM OVERTON TAX COLLECTOR WENDY L MUMMAW OFFICE OF GEN COUNSEL CITY OF JACKSONVILLE 117 W DUVAL ST 480 JACKSONVILLE FL 32202	012445P001-1447A-070 FL- HILLSBOROUGH COUNTY TAX COLLECTOR DOUG BELDEN TAX COLLECTOR MELISSA RODRIGUEZ PO BOX 30012 TAMPA FL 33630-3012	012017P001-1447A-070 FL- MANATEE COUNTY TAX COLLECTOR KEN BURTON JR 1001 3RD AVE W STE 240 BRADENTON FL 34205	000015P003-1447A-070 FL- MIAMI DADE COUNTY TAX COLLECTOR PRISCILLA WINDLEY 200 NW 2ND AVE STE 430 MIAMI FL 33128
012098P002-1447A-070 FL- PALM BEACH COUNTY TAX COLLECTOR LEGAL SERVICES PO BOX 3715 WEST PALM BEACH FL 33402	012391P002-1447A-070 FL- PINELLAS COUNTY TAX COLLECTOR GEOFF GIAQUINTO POST OFFICE BOX 6340 CLEARWATER FL 33758-6340	000013P002-1447A-070 FL- SEMINOLE COUNTY TAX COLLECTOR KELLY ROSE PO BOX 630 SANFORD FL 32772-0630	012547P001-1447A-070 NAME AND ADDRESS INTENTIONALLY OMITTED
012548P001-1447A-070 NAME AND ADDRESS INTENTIONALLY OMITTED	012549P001-1447A-070 NAME AND ADDRESS INTENTIONALLY OMITTED	006862P002-1447A-070 PRECISE AIR CONDITIONING AND REFRIGERATION LLC JULIO MARTINEZ 15412 SW 177TH TER MIAMI FL 33187	005965P001-1447A-070 LLEWELYN RAMOS ADDRESS INTENTIONALLY OMITTED
000016P003-1447A-070 RI- NORTH PROVIDENCE TOWN HALL TOWN OF NORTH PROVIDENCE ANN TRICOLI 2000 SMITH ST NORTH PROVIDENCE RI 02911	012020P001-1447A-070 TX- CITY OF GARLAND PERDUE BRANDON FIELDER ET AL LINDA REECE 1919 S SHILOH RD STE 310 LB 40 GARLAND TX 75042	012024P001-1447A-070 TX- COUNTY OF DENTON MCCREARY VESELKA BRAGG AND ALLEN PC TARA LEDAY PO BOX 1269 ROUND ROCK TX 78680-1269	012021P001-1447A-070 TX- CROWLEY INDEPENDENT SCHOOL DISTRICT PERDUE BRANDON FIELDER ET AL EBONEY COBB 500 E BORDER ST STE 640 ARLINGTON TX 76010

**YouFit Health Clubs, LLC, et al.  
Exhibit Pages**

Page # : 2 of 2

03/12/2021 04:24:20 PM

011745P003-1447A-070  
TX- DALLAS COUNTY  
LINEBARGER GOGGAN BLAIR AND SAMPSON LLP  
ELIZABETH WELLER  
2777 N STEMMONS FRWY STE 1000  
DALLAS TX 75207

012019P001-1447A-070  
TX- GARLAND INDEPENDENT SCHOOL DISTRICT  
PERDUE BRANDON FIELDER ET AL  
LINDA D REECE  
1919 S SHILOH RD STE 310 LB 40  
GARLAND TX 75042

012393P001-1447A-070  
TX- HARRIS COUNTY ET AL  
LINEBARGER GOGGAN BLAIR AND SAMPSON  
JOHN P DILLMAN  
PO BOX 3064  
HOUSTON TX 77253-3064

011746P003-1447A-070  
TX- LEWISVILLE ISD  
LINEBARGER GOGGAN BLAIR AND SAMPSON LLP  
ELIZABETH WELLER  
2777 N STEMMONS FRWY STE 1000  
DALLAS TX 75207

012043P001-1447A-070  
TX- MESQUITE TAX FUND  
PO BOX 850267  
MESQUITE TX 75184-0264

012043S001-1447A-070  
TX- MESQUITE TAX FUND  
LAW OFFICE OF GARY A GRIMES PC  
GARY A GRIMES  
120 W MAIN STE 201  
MESQUITE TX 75149

012022P001-1447A-070  
TX- PLANO INDEPENDENT SCHOOL DISTRICT  
PERDUE BRANDON FIELDER ET AL  
LINDA REECE  
1919 S SHILOH RD STE 310 LB 40  
GARLAND TX 75042

012018P001-1447A-070  
TX- RICHARDSON INDEPENDENT SCHOOL DISTRICT  
PERDUE BRANDON FIELDER ET AL  
EBONEY COBB  
500 E BORDER ST STE 640  
ARLINGTON TX 76010

011748P002-1447A-070  
TX- TARRANT COUNTY  
LINEBARGER GOGGAN BLAIR AND SAMPSON LLP  
ELIZABETH WELLER  
2777 N STEMMONS FRWY STE 1000  
DALLAS TX 75207

006818P002-1447A-070  
UNITED LEASING  
WHITNEY MARTIN  
3700 MORGAN AVE  
EVANSVILLE IN 47715

006818S001-1447A-070  
UNITED LEASING INC  
MARTHA AHLERS COO  
3700 MORGAN AVE  
EVANSVILLE IN 47715

000041P002-1447A-070  
URBAN FIRE PROTECTION  
BRANDI BERNAL  
222 S TOWN BLVD  
MESQUITE TX 75149

012512P003-1447A-070  
VA- TREASURER CHESTERFIELD COUNTY  
REVENUE COLLECTION AGENT  
IRIS MAYFIELD  
PO BOX 70  
CHESTERFIELD VA 23832

000454P001-1447A-070  
YF-GEF HOLDINGS LLC  
PERELLA WEINBERG PARTNERS  
767 FIFTH AVE  
NEW YORK NY 10153

000454S001-1447A-070  
YF-GEF HOLDINGS LLC  
TRENAM KEMKER  
101 E KENNEDY BLVD  
SUITE 2700  
TAMPA FL 33601

## EXHIBIT K

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 1 of 51

03/12/2021 04:06:01 PM

011754P001-1447A-070 16 BETHANY STATION LLC JAMES M SHOUGH 4771 N 20TH STREET SUITE B22 PHOENIX AZ 85016	011754S001-1447A-070 16 BETHANY STATION, LLC RED MOUNTAIN GROUP INC LEASE ADM 1234 E 17TH ST SANTA ANA CA 92701	006154P001-1447A-070 2501 LLC SOLAR REALTY MANAGEMENT CORP PO BOX 1970-JAF STATION NEW YORK NY 10116	006154S001-1447A-070 2501 LLC C/O COLAR REALTY MANAGEMENT CORP. 36 MAPLE PLACE SUITE303 MANHASSET NY 11030
006154S002-1447A-070 2501 LLC JACK SPIRA, ESQ. 5205 BABCOCK STREET NE PALM BAY FL 32905	011890P001-1447A-070 2501 LLC 5205 BABCOCK ST NE PALM BAY FL 32905	011890S001-1447A-070 2501 LLC 36 MAPLE PL STE 303 MANHASSET NY 11030	006214P001-1447A-070 79 BISCAYNE LLC GLOBAL REALTY AND MANAGEMENT FL INC 4125 NW 88TH AVE SUNRISE FL 33351
006214S001-1447A-070 79 BISCAYNE LLC ALAN J MARCUS REGISTERED AGENT 20803 BISCAYNE BLVD AVENTURA FL 33180	006214S002-1447A-070 79 BISCAYNE LLC GABRIEL NAVARRO 9155 S DADELAND BLVD STE 1216 MIAMI FL 33156	006820P001-1447A-070 79 BISCAYNE PLAZA LLC COHEN LEGAL RICHARD S COHEN ESQ JASON L COHEN ESQ 811-A NORTH OLIVE AVE WEST PALM BEACH FL 33401	006800P001-1447A-070 8725 LLC SOLAR REALTY MANAGEMENT CORP PO BOX 1970 JAF STATION NEW YORK NY 10116
006800S001-1447A-070 8725 LLC C/O SOLAR REALTY MANAGEMENT CORP 36 MAPLE PLACE SUITE 303 MANHASSET NY 11030	006800S002-1447A-070 8725 LLC JOHN J. WILES, ESQ. WILES & WILES LLP 800 KENNESAW AVE SUITE 400 MARIETTA GA 30060-7946	011903P001-1447A-070 36 MAPLE PL STE 303 MANHASSET NY 11030	011903S001-1447A-070 8725 LLC PO BOX 1970 JAF STATION NEW YORK NY 10116
011903S002-1447A-070 8725 LLC 800 KENNESAW AVE STE 400 MARIETTA GA 30060-7946	000064P001-1447A-070 AAA FIRE EQUIPMENT CO 7707 BISSONNET STE 110 HOUSTON TX 77074	011876P001-1447A-070 ABC FINANCIAL SVC LLC MICHAEL ESCOBEDO COO PO BOX 6800 N LITTLE ROCK AR 72124	011977P001-1447A-070 ABC FINANCIAL SVC LLC PO BOX 6800 N LITTLE ROCK AR 72124
012533P001-1447A-070 ABC FITNESS SOLUTIONS LLC KELLY MCNULTY 425 W CAPITOL AVE SUITE 3800 LITTLE ROCK AR 72201	00622P001-1447A-070 ABC SOUTHWEST PLUMBING 1060 ENDEAVOR CT STE #A NOKOMIS FL 34275-3626	310427P001-1447A-070 ACCURATE PLUMBING SERVICES, INC 8525 EL PASO DR LAKE WORTH FL 33467	000105P001-1447A-070 ACCURATE TRASH REMOVAL 25 SECOND ST LANSDOWNE PA 19050
006168P001-1447A-070 ACQUIN PROPERTIES LP AND FLA INVESTMENTS LLC MIMCO LLC PROPERTY MANAGEMENT 6500 MONTANA AVE EL PASO TX 79925	006168S001-1447A-070 ACQUIN PROPERTIES LP AND FLA INVESTMENTS LLC GALLAGHER & KENNEDY PA JOSEPH E COTTERMAN, ESQ. 2575 E CAMELBACK ROAD PHOENIX AZ 85016	011895P001-1447A-070 ACQUIN PROPERTIES LP AND FLA INVESTMENTS LLC 6500 MONTANA AVE EL PASO TX 79925	011895S001-1447A-070 ACQUIN PROPERTIES LP AND FLA INVESTMENTS LLC 2575 E CAMELBACK RD PHOENIX AZ 85016

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 2 of 51

03/12/2021 04:06:01 PM

011939P001-1447A-070  
AD VICTORIAM SOLUTIONS  
6525 SHILOH RD  
STE D300  
ALPHARETTA GA 30005

000017P001-1447A-070  
ADAMS COUNTY TREASURER  
PO BOX 869  
BRIGHTON CO 80601-0869

000017S001-1447A-070  
ADAMS COUNTY TREASURER  
4430 S. ADAMS COUNTY PKWY  
SUITE C2436  
BRIGHTON CO 80601

000106P001-1447A-070  
ADVANCED DISPOSAL  
SOLID WASTE SOUTHEAST INC W7  
PO BOX 743019  
ATLANTA GA 30374-3019

000106S001-1447A-070  
ADVANCED DISPOSAL  
90 FORT WADE RD  
STE 200  
PONTE VERDE FL 32081

000094P001-1447A-070  
ADVANCED FIRE SPRINKLERS AND SECURITY INC  
PO BOX 668370  
POMPANO BEACH FL 33066-8370

011941P001-1447A-070  
ADVANCED POLICY CONSULTING LLC  
MR MATT MCGINLEY PRINCIPAL  
2503-D NORTH HARRISON ST  
STE 1210  
ARLINGTON VA 22207

310428P001-1447A-070  
ADVANCED POWER TECHNOLOGIES LLC  
1500 N POWERLINE RD  
POMPANO BEACH FL 33069

006809P001-1447A-070  
AEI PARADISE HILLS LLC  
5670 WILSHIRE BLVD  
STE 1250  
LOS ANGELES CA 90036

006809S001-1447A-070  
AEI PARADISE HILLS LLC  
ARCADIA MANAGEMENT GROUP  
PO BOX 10  
SCOTTSDALE AZ 85252-0010

006809S002-1447A-070  
AEI PARADISE HILLS LLC  
BUCHALTER  
RENEE SHPRECHER  
16435 NORTH SCOTTSDALE ROAD  
SUITE 440  
SCOTTSDALE AZ 85254

011899P001-1447A-070  
AEI PARADISE HILLS LLC  
16435 NORTH SCOTTSDALE RD  
STE 440  
SCOTTSDALE AZ 85254

011899S002-1447A-070  
AEI PARADISE HILLS LLC  
PO BOX 10  
SCOTTSDALE AZ 85252-0010

006322P001-1447A-070  
AETNA  
PO BOX 804735  
CHICAGO IL 60680-4108

011978P001-1447A-070  
AETNA HEALTH DENTAL VISION  
AETNA  
PO BOX 804735  
CHICAGO IL 60680-4108

006365P001-1447A-070  
AETNA LIFE INSURANCE CO  
151 FARMINGTON AVE  
HARTFORD CT 06156

011979P001-1447A-070  
AETNA LIFE INSURANCE CO  
P O BOX 536919  
ATLANTA, GA 30353-6919

006823P001-1447A-070  
AGUA CALIENTE INVESTMENTS III LLC  
SACKS TIERNEY PA  
MICHAEL J HARRIS ESQ RANDY NUSSBAUM ESQ  
4250 NORTH DRINKWATER BLVD  
4TH FL  
SCOTTSDALE AZ 85251

006823S001-1447A-070  
AGUA CALIENTE INVESTMENTS III LLC  
SACKS TIERNEY PA  
RANDY NUSSBAUM PHILIP R RUDD  
4250 N DRINKWATER BLVD 4TH FLOOR  
SCOTTSDALE AZ 85251

006277P001-1447A-070  
JUANITA AGUILAR  
MORGAN AND MORGAN  
JOSEPH ANTHONY KOPACZ  
201 N FRANKLIN ST  
7TH FLOOR  
TAMPA FL 33602

006277S001-1447A-070  
JUANITA AGUILAR  
IURILLO LAW GROUP PA  
CAMILLE J IURILLO KEVIN L HING  
5628 CENTRAL AVE  
ST PETERSBURG FL 33707

006277S002-1447A-070  
JUANITA AGUILAR  
WOMBLE BOND DICKINSON US LLP  
KEVIN J MANGAN  
1313 NORTH MARKET ST STE 1200  
WILMINGTON DE 19801

006211P001-1447A-070  
AJ REAL ESTATE INVESTMENTS LLC  
2323 CROWN RD  
DALLAS TX 75229

006211S001-1447A-070  
AJ REAL ESTATE INVESTMENTS LLC  
3265 BROADWAY BLVD  
STE 100  
GARLAND TX 75043

310429P001-1447A-070  
AJD ENGINEERING, LLC  
2501 59TH ST S  
GULFPORT FL 33707

012088P002-1447A-070  
AL- MADISON COUNTY TAX COLLECTOR  
LYNDA HALL  
100 NORTH SIDE SQ RM 116  
HUNTSVILLE AL 35801-4820

000345P001-1447A-070  
ALABAMA ATTORNEY GENERAL  
STEVE MARSHALL  
501 WASHINGTON AVE  
MONTGOMERY AL 36130

000290P001-1447A-070  
ALABAMA DEPT OF  
CONSERVATION AND NATURAL RESOURCES  
N GUNTER GUY JR COMMISSIONER OF CONSERVATION  
64 N UNION ST  
MONTGOMERY AL 36130



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 3 of 51

03/12/2021 04:06:01 PM

000289P001-1447A-070 ALABAMA DEPT OF ENVIRONMENTAL MANAGEMENT 1400 COLISEUM BLVD MONTGOMERY AL 36130-1463	000306P001-1447A-070 ALABAMA DEPT OF LABOR COMMISSIONER 649 MONROE ST MONTGOMERY AL 36131	012056P001-1447A-070 ALABAMA DEPT OF REVENUE 50 N RIPLEY MONTGOMERY AL 36132	000018P001-1447A-070 ALABAMA DEPT OF REVENUE PO BOX 327790 MONTGOMERY AL 36132-7790
000384P001-1447A-070 ALABAMA DEPT OF REVENUE 50 NORTH RIPLEY ST MONTGOMERY AL 36132	000439P001-1447A-070 ALABAMA DEPT OF REVENUE 50 NORTH RIPLEY ST MONTGOMERY AL 03613	000372P001-1447A-070 ALABAMA STATE TREASURY UNCLAIMED PROPERTY DIVISION RSA UNION BUILDING 100 NORTH UNION ST STE 636 MONTGOMERY AL 36104	011760P001-1447A-070 ALACHUA COUNTY FL SYLVIA E TORRES COUNTY ATTORNEY 12 SE 1ST ST GAINESVILLE FL 32601
000075P001-1447A-070 ALARMIST SECURITY SYSTEMS INC CMS MONITORING BILLINGS SVC 2211 ROUTE 112 MEDFORD NY 11763	000066P001-1447A-070 ALECSA SVC LLC PO BOX 793407 DALLAS TX 75379	011976P001-1447A-070 ALL PHASE SECURITY 114 FORTY NINTH ST SOUTH ST PETERSBURG FL 33707	006317P001-1447A-070 ALLEGANY COUNTY TAX AND UTILITY OFFICE 701 KELLY RD STE 201 CUMBERLAND MD 21502
000070P001-1447A-070 ALLIANCE FIRE AND SAFETY PO BOX 637 VENICE FL 34284	310430P001-1447A-070 ALTERNATE ELEVATOR 1460 N GOLDENROD RD STE 125 ORLANDO FL 32607	011940P001-1447A-070 AMAZON FULFILLMENT SVC INC 410 TERRY AVE NORTH SEATTLE WA 98109-5210	006824P001-1447A-070 AMERICAN INFOAGE LLC BRICK BUSINESS LAW PA JOHN KODA ESQ 3413 W FLETCHER AVE TAMPA FL 33618
006824S001-1447A-070 AMERICAN INFOAGE LLC KRISTOPHER E FERNANDEZ PA KRISTOPHER E FERNANDEZ ESQ 114 S FREMOND AVE TAMPA FL 33606	000107P001-1447A-070 AMERIGAS PO BOX 371473 PITTSBURGH PA 15250-7473	000107S001-1447A-070 AMERIGAS 460 NORTH GULPH RD STE 100 KING OF PRUSSIA PA 19406-281	007710P001-1447A-070 ANN HARRIS BENNETT TAX ASSESSOR-COLLECTOR PO BOX 4622 HOUSTON TX 77210-4622
007710S001-1447A-070 ANN HARRIS BENNETT TAX ASSESSOR-COLLECTOR 1001 PRESTON ST HOUSTON TX 77002	006316P001-1447A-070 ANNE ARUNDEL COUNTY KARIN MCQUADE CONTROLLER OFFICE OF FINANCE ANNE ARUNDEL COUNTY PO BOX 2700 ANNAPOLIS MD 21404	310431P001-1447A-070 APOGEE SIGNS 251 FORTUNE BLVD MIDWAY FL 32343	006286P001-1447A-070 AR FED LOAN INT ASSESSEMNT MANAGER INDIVIDUAL INCOME TAX PO BOX 3628 LITTLE ROCK AR 72203
000434P001-1447A-070 ARAPAHOE COUNTY GOVERNMENT ADMINISTRATION 5334 S PRINCE ST LITTLETON CO 80120-1136	007728P001-1447A-070 ARENA CAPITAL LLC 2150 CORAL WAY STE 4A CORAL GABLES FL 33145	007728S001-1447A-070 ARENA CAPITAL LLC MELAND RUSSIN BUDWICK PA MARK S MELAND, ESQ. 200 S BISCAYNE BLVD SUITE 3200 MIAMI FL 33131	006223P001-1447A-070 ARENA SHOPPES LLLP 3550 BISCAYNE BLVD STE 501 STE 501 MIAMI FL 33137

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 4 of 51

03/12/2021 04:06:01 PM

006223S001-1447A-070  
ARENA SHOPPES LLLP  
ONYX MANAGEMENT ENTERPRISES LLC  
2150 CORAL WAY STE 4A  
CORAL GABLES FL 33145

012534P001-1447A-070  
ARES HOLDINGS LLC DBA CMS/NEXTECH  
CMS/NEXTECH  
1045 S JOHN RODES BLVD  
MELBOURNE FL 32904

012535P001-1447A-070  
ARES HOLDINGS LLC DBA CMS/NEXTECH  
CMS/NEXTECH  
1045 S JOHN RODES BLVD  
MELBOURNE FL 32904

000346P001-1447A-070  
ARIZONA ATTORNEY GENERAL  
MARK BRNOVICH  
1275 WEST WASHINGTON ST  
PHOENIX AZ 85007

000017P001-1447S-070  
ARIZONA ATTORNEY GENERAL'S OFFICE  
PO BOX 6123  
MD 7611  
PHOENIX AZ 85005-6123

000442P001-1447A-070  
ARIZONA DEPT OF ECONOMIC SECURITY  
605 S 7TH ST  
GLOBE AZ 85501

000443P001-1447A-070  
ARIZONA DEPT OF ECONOMIC SECURITY  
P O BOX 29225  
PHOENIX AZ 85038-9225

000291P001-1447A-070  
ARIZONA DEPT OF ENVIRONMENTAL QUALITY  
1110 W WASHINGTON ST  
PHOENIX AZ 85007

012057P001-1447A-070  
ARIZONA DEPT OF REVENUE  
EDUCATION AND COMPLIANCE  
1600 W MONROE ST  
PHOENIX AZ 85007

000019P001-1447A-070  
ARIZONA DEPT OF REVENUE  
PO BOX 29010  
PHOENIX AZ 85038-9010

000373P001-1447A-070  
ARIZONA DEPT OF REVENUE  
UNCLAIMED PROPERTY UNIT  
PO BOX 29026  
PHOENIX AZ 85038-9026

000385P001-1447A-070  
ARIZONA DEPT OF REVENUE  
1600 W MONROE ST  
PHOENIX AZ 85007

012057S001-1447A-070  
ARIZONA DEPT OF REVENUE EDUCATION  
AND COMPLIANCE  
ARIZONA ATTORNEY GENERALS OFFICE  
PO BOX 6123  
MD 7611  
PHOENIX AZ 85005-6123

000369P001-1447A-070  
ARIZONA DIVISION OF OCCUPATIONAL SAFETY  
AND HEALTH ADOSH  
800 W WASHINGTON ST  
PHOENIX AZ 85007

000292P001-1447A-070  
ARIZONA GAME AND FISH DEPT  
5000 W CAREFREE HWY  
PHOENIX AZ 85086-5000

000307P001-1447A-070  
ARIZONA INDUSTRIAL COMMISSION PHOENIX  
CHAIRMAN  
800 WEST WASHINGTON ST  
PHOENIX AZ 85007

000308P001-1447A-070  
ARIZONA INDUSTRIAL COMMISSION TUCSON  
CHAIRMAN  
2675 E. BROADWAY BLVD  
TUCSON AZ 85716

310432P001-1447A-070  
ARIZONA UNCLAIMED PROPERTY SECTION  
1600 WEST MONROE ST  
DIVISION CODE 10  
PHOENIX, AZ 85007

000440P001-1447A-070  
ARKANSAS DEPT OF FINANCE AND ADMINISTRATION  
700 W CAPITOL  
LITTLE ROCK AR 72201

000441P001-1447A-070  
ARKANSAS DIVISION OF WORKFORCE SVC  
502 S SIXTH ST  
ARCADELPHIA AR 71923-6011

006416P001-1447A-070  
ARROW ENVIRONMENTAL SERVICES, LLC  
4160 CORPORATE SQUARE BLVD  
NAPLES FL 34104

006416S001-1447A-070  
ARROW ENVIRONMENTAL SERVICES, LLC  
PO BOX 600730  
JACKSONVILLE FL 32260

011980P001-1447A-070  
ASCAP  
21678 NETWORK PL  
CHICAGO IL 60673-1216

006270P001-1447A-070  
WILFREDO ASEN  
KIRSHNER GROFF AND DIAZ  
ANGEL RAFAEL DIAZ  
TOWN CENTER ONE  
STE 1601  
MIAMI FL 33156

310433P001-1447A-070  
ASSEMBLY UNLIMITED, INC  
1303 COLUMBIA DR  
STE 205  
RICHARDSON TX 75081

000115P001-1447A-070  
AT AND T MOBILITY  
P O BOX 536216  
ATLANTA GA 30353-6216

000115S001-1447A-070  
AT HOME FLOORS INC  
1025 Lenox Park Blvd.  
Atlanta GA 30319

310434P001-1447A-070  
AT HOME FLOORS INC  
621 MISSIURI AVE N  
LARGO FL 33770

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 5 of 51

03/12/2021 04:06:01 PM

000109P001-1447A-070  
ATMOS ENERGY  
PO BOX 790311  
ST. LOUIS MO 63101

000109S001-1447A-070  
ATMOS ENERGY  
5430 LYNDON B JOHNSON FWY  
DALLAS TX 75240

000363P001-1447A-070  
ATTORNEY GENERALS OFFICE  
CONSUMER PROTECTION DIVISION  
PO BOX 22947  
JACKSON MS 39225-2947

000116P001-1447A-070  
AUSTELL GAS SYSTEM  
2838 JOE JERKINS BLVD  
AUSTELL GA 30106

006263P002-1447A-070  
AUSTIN RENAISSANCE LIMITED  
433 NORTH CAMDEN DR  
STE 1177  
BEVERLY HILLS CA 90210

006263S001-1447A-070  
AUSTIN RENAISSANCE LIMITED  
DAVIS AND SANTOS  
JASON DAVIS  
719 S FLORES ST  
SAN ANTONIO TX 78204

006263S002-1447A-070  
AUSTIN RENAISSANCE LIMITED  
DAVIS AND SANTOS  
SARAH P SANTOS  
719 S FLORES ST  
SAN ANTONIO TX 78204

006263S003-1447A-070  
AUSTIN RENAISSANCE LIMITED  
DAVIS AND SANTOS  
SARAH SANTOS  
719 S FLORES ST  
SAN ANTONIO TX 78204

011943P001-1447A-070  
AVANOO  
540 HOWARD ST  
SAN FRANCISCO CA 94105

006287P001-1447A-070  
AZ FED LOAN INT ASSESSMENT  
ARIZONA DEPT OF EDUCATION ASSESSMENT SECTION  
1535 W JEFFERSON BIN6  
PHOENIX AZ 85007

012030P003-1447A-070  
AZ- DEPT OF REVENUE  
OFFICE OF THE ARIZONA ATTORNEY GENERAL  
MARK STEINKE  
CO TAX BANKRUPTCY AND COLLECTION SCT  
2005 N CENTRAL AVE STE 100  
PHOENIX AZ 85004

012030S001-1447A-070  
AZ- DEPT OF REVENUE  
LORRAINE AVERITT  
1600 W. MONROE 7TH FLOOR  
PHOENIX AZ 85007

006369P001-1447A-070  
BACKFLOW INSPECTION AND REPAIR INC  
1533 SW 1 WAY F-15  
DEERFIELD BEACH FL 33441

006422P001-1447A-070  
BAILEY COVE, LLC  
CHASE COMMERCIAL REAL ESTATE SVC  
7900 BAILEY COVE RD SE  
HUNTSVILLE AL 35802

006422S001-1447A-070  
BAILEY COVE, LLC  
CHASE COMMERCIAL REAL ESTATE SVC  
PO BOX 18153  
HUNTSVILLE AL 35804

310421P001-1447A-070  
BAJO CUVA COHEN AND TURKEL PA  
100 N TAMPA ST #1900  
TAMPA FL 33602

006274P001-1447A-070  
FAY BALL  
KEITH HERBERT  
PO BOX 6465  
MCKINNEY TX 75071

000071P001-1447S-070  
BALLARD SPAHR LLP  
LESLIE C HEILMAN;LAUREL D ROGLIN  
919 N MARKET ST.,11TH FLOOR  
WILMINGTON DE 19801-3034

000072P002-1447S-070  
BALLARD SPAHR LLP  
DAVID L POLLACK; LINDSEY ZIONTS  
1735 MARKET ST.,51ST FLOOR  
PHILADELPHIA PA 19103-7599

012219P001-1447A-070  
BALLESTER-BERMEDEZ BEATRIZ  
ADDRESS INTENTIONALLY OMITTED

002995P001-1447A-070  
BEATRIZ BALLESTER-BERMEDEZ  
ADDRESS INTENTIONALLY OMITTED

012220P001-1447A-070  
MARCIA BALTHAZAR  
3109 PEMBROOK DR  
ORLANDO FL 32810-2240

006315P001-1447A-070  
BALTIMORE COUNTY  
KEITH DORSEY  
DIRECTOR OF FINANCE BALTIMORE COUNTY  
400 WASHINGTON AVE  
TOWSON MD 21204

011779P001-1447A-070  
BALTIMORE COUNTY MD  
JOHN OLSZEWSKI JR  
COUNTY EXECUTIVE  
400 WASHINGTON AVE  
ROOM 150  
TOWSON MD 21204

000094P001-1447S-070  
BARCLAY DAMON LLP  
KEVIN M NEWMAN  
BARCLAY DAMON TOWER  
125 EAST JEFFERSON ST  
SYRACUSE NY 13202

011974P001-1447A-070  
BAY ALARM  
5130 COMMERCIAL CIR  
CONCORD CA 94520

006398P001-1447A-070  
BEACH HOLDING INC  
696 NE 125TH ST  
NORTH MIAMI FL 33161

006398S001-1447A-070  
BEACH HOLDING INC  
BEACH HOLDING INC  
PO BOX 611030  
NORTH MIAMI FL 33261

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 6 of 51

03/12/2021 04:06:01 PM

011970P001-1447A-070  
BEACHSIDE DISTRIBUTION INC  
DBA PUREDAILY  
9030 W SAHARA AVE  
STE 148  
LAS VEGAS NV 89117

000928P001-1447A-070  
BRANDON BENHAYOUN  
ADDRESS INTENTIONALLY OMITTED

0006370P001-1447A-070  
BENSON'S HEATING AND AIR CONDITIONING  
5402 TOWER RD  
TALLAHASSEE FL 02303

000076P001-1447S-070  
BERGER SINGERMAN LLP  
MCHIAEL J NILES, ESQ  
313 NORTH MONROE ST.,STE 301  
TALLAHASSEE FL 32301

003001P001-1447A-070  
RICK BERKS  
ADDRESS INTENTIONALLY OMITTED

003001S001-1447A-070  
RICK BERKS  
ADDRESS INTENTIONALLY OMITTED

003001S002-1447A-070  
RICK BERKS  
TRENAM KEMKER  
ADDRESS INTENTIONALLY OMITTED

012418P001-1447A-070  
RICK BERKS  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

012418S001-1447A-070  
RICK BERKS  
CHRISTY B STROSS  
5405 LEILANI DR  
ST. PETE BEACH FL 33706

310435P001-1447A-070  
BINARY STREAM SOFTWARE INC  
8007300 EDMONDS ST  
BURNABY BC V3N 0G8  
CANADA

0006265P002-1447A-070  
BINDOR KILLIAN LLC  
HORIZON PROPERTIES  
18610 NW 87TH ST  
STE 204  
MIAMI FL 33015

0006265S001-1447A-070  
BINDOR KILLIAN LLC  
CARLOS D. LERMAN, ESQ.  
2611 HOLLYWOOD BLVD.  
HOLLYWOOD FL 33020

0006278P001-1447A-070  
JASON BLANK  
EDWARDS POTTINGER LLC  
SETH LEHRMAN  
425 NORTH ANDREWS AVE  
STE 2  
FORT LAUDERDALE FL 33301

000102S001-1447A-070  
BLDG-ICS OLNEY LLC  
WHARTON REALTY GROUP INC  
MARK MASSRY  
8 INDUSTRIAL WAY EAST 2ND FLOOR  
Eatontown NJ 07724-3317

000102S002-1447A-070  
BLDG-ICS OLNEY LLC  
MC CAUSLAND KEEN AND BUCKMAN  
259 N. RADNOR-CHESTER RD RADNOR CT STE 160  
RADNOR CT STE 160  
RADNOR PA 19087

000102P002-1447A-070  
BLDGICS OLNEY LLC  
8 INDUSTRIAL WAY EAST SECOND FLOOR  
EASTONTOWN NJ 07724

012036P001-1447A-070  
PETER BLOOD  
ADDRESS INTENTIONALLY OMITTED

012036S001-1447A-070  
PETER BLOOD  
TRENMAN KEMKER  
ADDRESS INTENTIONALLY OMITTED

012422P001-1447A-070  
PETER BLOOD  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

012422S001-1447A-070  
PETER BLOOD  
CHRISTY B STROSS  
4039 BAYSHORE BLVD NE  
ST. PETERBURG FL 33707

011908P001-1447A-070  
BLUMIN HIGHPOINT LTD  
TWO LINCOLN CENTRE  
5420 LBJ FREEWAY STE 1200  
DALLAS TX 75248

011908S001-1447A-070  
BLUMIN HIGHPOINT LTD  
16990 DALLAS PKWY  
STE 112  
DALLAS TX 75248

011908S003-1447A-070  
BLUMIN-HIGHPOINT LTD  
10440 N CENTRAL EXPWY  
STE 800  
DALLAS TX 75206

0006802P001-1447A-070  
BLUMIN-HIGHPOINT LTD  
DAVID & GOODMAN  
CLINTON J. DAVID  
TWO LINCOLN CENTRE  
5420 LBJ FREEWAY STE 1200  
DALLAS TX 75248

0006802S001-1447A-070  
BLUMIN-HIGHPOINT LTD  
RBI PROPERTIES INC  
CRAIG A BLUMIN  
16990 DALLAS PARKWAY  
SUITE 112  
DALLAS TX 75248

0006802S002-1447A-070  
BLUMIN-HIGHPOINT LTD  
1700 DALLAS PARKWAY  
SUITE 123  
DALLAS TX 75206

0006802S003-1447A-070  
BLUMIN-HIGHPOINT LTD  
Westerburg & Thornton, P.C.  
STEVEN W. THORNTON ESQ.  
10440 N CENTRAL EXPRESSWAY  
SUITE 800  
DALLAS TX 75206

0006802S004-1447A-070  
BLUMIN-HIGHPOINT LTD  
HUDSON PETERS COMMERCIAL  
SCOTT BARBER  
4464 SIGMA RD  
SUITE 100  
DALLAS TX 75244

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 7 of 51

03/12/2021 04:06:01 PM

000121P001-1447A-070  
BOCC  
PO BOX 342456  
TAMPA FL 33694-2456

000121S001-1447A-070  
BOCC  
601 East Kennedy Blvd  
Tampa FL 33602

006399P001-1447A-070  
BOYNTON BEACH MALL LLC  
180 EAST BROAD ST  
COLUMBUS OH 43215

006399S001-1447A-070  
BOYNTON BEACH MALL, LLC  
WASHINGTON PRIME MANAGEMENT ASSOC LLC  
WP GLIMCHER INC  
180 EAST BROAD ST  
COLUMBUS OH 43215

011910P001-1447A-070  
BRE RETAIL RESIDUAL MIST  
LAKE PLAZA OWNERS LLC  
420 LEXINGTON AVE 7TH FLOOR  
NEW YORK NY 10170

011910S001-1447A-070  
BRE RETAIL RESIDUAL MIST  
LAKE PLAZA OWNERS LLC  
650 S HWY 27 STE 5  
PMB 312  
SOMERSET KY 42501

011910S002-1447A-070  
BRE RETAIL RESIDUAL MIST  
LAKE PLAZA OWNERS LLC  
300 WEST VINE ST  
STE 1200  
LEXINGTON KY 40507

006207P001-1447A-070  
BRE RETAIL RESIDUAL MIST LAKE PLAZA OWNER LLC  
BRIXMOR PROPERTY GROUP  
OFFICE OF GENERAL COUNSEL  
420 LEXINGTON AVE 7TH FLOOR  
NEW YORK NY 10170

006207S001-1447A-070  
BRE RETAIL RESIDUAL MIST LAKE PLAZA OWNER LLC  
DR LEXINGTON PROPERTIES LLC  
650 S HWY 27, SUITE 5  
PMB 312  
SOMERSET KY 42501

006207S002-1447A-070  
BRE RETAIL RESIDUAL MIST LAKE PLAZA OWNER LLC  
LAUREN R. NICHOLS  
300 WEST VINE STREET  
SUITE 1200  
LEXINGTON KY 40507

007729P001-1447A-070  
BRE THRONE BENEVA VILLAGE SHOPS LLC  
JAIME AUSTRICH ESQ  
SCHUMACHER LOOP  
101 E KENENDY BLVD #2800  
TAMPA FL 33602

000098P001-1447A-070  
BRIGHT LIGHT SECURITY SVC LLC  
3600 STATE RD 7 STE 260  
MIRAMAR FL 33023

007730P001-1447A-070  
BRIXMOR PARK SHORE SC LLC  
BRIXMOR PROPERTY GROUP  
450 LEXINGTON AVE  
13TH FLOOR  
NEW YORK NY 10170

007730S001-1447A-070  
BRIXMOR PARK SHORE SC LLC  
BRIXMORE PROPERTY GROUP  
3440 PRESTON RIDGE ROAD  
BUILDING IV SUITE 425  
ALPHARETTA GA 30005

006805P002-1447A-070  
BROADBRIDGE PLAZA LLC  
BROADRIDGE SHOPPING CENTER LLC  
C/O AVISON YOUNG  
500 W CYPRESS CREEK BLVD # 350  
FT. LAUDERDALE FL 33309

006805S001-1447A-070  
BROADBRIDGE PLAZA LLC  
FRASCONA JOINER GOODMAN & GREENSTEIN  
BENJAMIN J. DANIELS, ESQ.  
4750 TABLE MESA DRVIE  
BOULDER CO 80305

011905P001-1447A-070  
BROADRIDGE PLAZA LLC  
500 W CYPRESS CREEK BLVD # 350  
FT. LAUDERDALE FL 33309

011905S001-1447A-070  
BROADRIDGE PLAZA LLC  
4750 TABLE MESA DR  
BOULDER CO 80305

006825P001-1447A-070  
BROADRIDGE SHOPPING CENTER LLC  
FRASCONA JOINER GOODMAN AND GREENSTEIN PC  
BENJAMIN DANIELS ESQ  
4750 TABLE MESA DR  
BOULDER CO 80305

000125P001-1447A-070  
BROWARD CNTY WATER AND WASTE WATER SVC  
PO BOX 669300  
POMPANO BEACH FL 33066-9300

000125S001-1447A-070  
BROWARD CNTY WATER AND WASTE WATER SVC  
2555 West Copans Road  
Pompano Beach FL 33069

000085P001-1447S-070  
BROWARD COUNTY ATTORNEY  
SCOTT ANDRON, ASSISTANT COUNTY ATTORNEY  
GOVERNMENT CENTER STE 423  
115 SOUTH ANDREWS AVE  
FORT LAUDERDALE FL 33301

011761P001-1447A-070  
BROWARD COUNTY FL  
ANDREW J MEYERS  
COUNTY ATTORNEY  
115 S ANDREWS AVE  
ROOM 423  
FORT LAUDERDALE FL 33301

006197P001-1447A-070  
BSF RICHMOND LP  
BOND COMPANIES INC  
ROBERT BOND  
350 WEST HUBBARD ST STE 450  
CHICAGO IL 60654

006314P001-1447A-070  
CALVERT COUNTY  
NOVALEA TRACY-SOPER  
CALVERT COUNTY TREASURER  
175 MAIN ST  
PRINCE FREDERICK MD 20678

006149P001-1447A-070  
CAPITAL GROWTH OF VENICE LLC  
STEVEN P LIPKINS  
15 VALLEY DRIVER  
GREENWICH CT 06831

006149S001-1447A-070  
CAPITAL GROWTH OF VENICE LLC  
POINT GROUP ADVISORS  
MARIA HENDERSON  
8211 W BROWARD BLVD  
PLANTATION FL 33324

006149S002-1447A-070  
CAPITAL GROWTH OF VENICE LLC  
1751 MOUND ST STE 206  
SARASOTA FL 34236-7752

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 8 of 51

03/12/2021 04:06:01 PM

006149S003-1447A-070 CAPITAL GROWTH OF VENICE LLC PO BOX 935455 ATLANTA GA 31193-5455	310436P001-1447A-070 CAPITAL PLUMBING CONTRACTORS 650 BLOUNTSTOWN ST TALLAHASSEE FL 32304	006647P001-1447A-070 CARCO GROUP, INC 5000 CORPORATE CT STE 203 HOLTSVILLE NY 11742	006313P001-1447A-070 CAROLINE COUNTY CATHERINE MOORE COMPTROLLER CAROLINE COUNTY TAX OFFICE 109 MARKET ST ROOM 133 DENTON MD 21629
006312P001-1447A-070 CARROLL COUNTY ROBERT BURK COMPTROLLER DEPT OF THE COMPTROLLER CARROLL COUNTY 225 NORTH CTR ST WESTMINSTER MD 21157	006826P001-1447A-070 CARROLLWOOD PARTNERS LLC SHUMAN AND SHUMAN PA MARTIN J SHUHAM 1930 HARRISON ST STE 206 HOLLYWOOD FL 33020	012223P001-1447A-070 LILIANA CASTANO-PEREZ JUAN ASCONAPE ESQ 7111 FAIRWAY DR STE 105 PALM BEACH GARDENS FL 33418	310424P001-1447A-070 CBIZ INC ROBERT CINI 2255 GLADES RD ST 321A BOCA RATON FL 33431
006435P001-1447A-070 CBIZ MHM, LLC 2255 GLADES RD STE 321A BOCA RATON FL 33431	006435S001-1447A-070 CBIZ MHM, LLC PO BOX 953152 ST LOUIS MO 63195-3152	006311P001-1447A-070 CECIL COUNTY LISA SAXTON DIRECTOR OF FINANCE CECIL COUNTY TREASURER 200 CHESAPEAKE BLVD STE 1100 ELKTON MD 21921	006209P001-1447A-070 CEDAR HILLS CONSOLIDATED LLC VICTORY REAL ESTATE INVESTMENTS LLC LEASING DEPT 240 BROOKSTONE CENTRE PKWY COLUMBUS GA 31904
006209S001-1447A-070 CEDAR HILLS CONSOLIDATED LLC DAVID KENDRICK FLOYD AND KENDRICK LLC 415 S West St BAINBRIDGE GA 39819-3913	006437P001-1447A-070 CEDAR HILLS CONSOLIDATED LLC 240 BROKSTONS CENTRE PKWY COLUMBUS GA 31904	006437S001-1447A-070 CEDAR HILLS CONSOLIDATED LLC PO BOX 936566 ATLANTA GA 31193-6566	006437S003-1447A-070 CEDAR HILLS CONSOLIDATED LLC FLOYD AND KENDRICK LLC DAVID KENDRICK 415 S WEST ST BAINBRIDGE GA 39819-3913
000126P001-1447A-070 CENTERPOINT ENERGY BUSINESS PROCESS PO BOX 2883 HOUSTON TX 77252-2883	000126S001-1447A-070 CENTERPOINT ENERGY CENTERPOINT ENERGY TOWER 1111 LOUISIANA ST HOUSTON TX 77002	012013P001-1447A-070 CENTRAL BANK OF ST LOUIS 7707 FORSYTH BLVD ST. LOUIS MO 63105	000046P001-1447A-070 CENTRAL SQUARE TECHNOLOGIES ON BEHALF OF CITY OF DALLAS DALLAS POLICE DEPT ALARM PERMIT COMP UNIT PO BOX 840186 DALLAS TX 75284-0186
310437P001-1447A-070 CENTURY FIRE PROTECTION, LLC 2450 SATELLITE BLVD DULUTH GA 30096-5801	000127P001-1447A-070 CENTURYLINK 91155 P O BOX 91155 SEATTLE WA 98111-9255	000127S001-1447A-070 CENTURYLINK 91155 100 CENTURY LINK DR MONROE LA 71203	000123P001-1447A-070 CENTURYLINK 1319 PO BOX 1319 CHARLOTTE NC 28201-1319
000123S001-1447A-070 CENTURYLINK 1319 100 CENTURY LINK DR MONROE LA 71203	011928P001-1447A-070 CH REALTY VII R ORLANDO ALTAMONTE LLC 3340 PEACHTREE RD NE STE 2250 ATLANTA GA 30326	011928S001-1447A-070 CH REALTY VII R ORLANDO ALTAMONTE LLC PO BOX 848266 DALLAS TX 75284-8266	011928S002-1447A-070 CH REALTY VII R ORLANDO ALTAMONTE LLC ASSET MANAGER ALTAMONTE 3819 MAPLE AVE DALLAS TX 75219

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 9 of 51

03/12/2021 04:06:01 PM

011928S003-1447A-070 CH REALTY VIIR ORLANDO ALTAMONTE, LLC CIMINELLI REAL ESTATE SVC OF FLORIDA LLC PROPERTY MANAGER ALTAMONTE 14499 NORTH DALE MABRY HWY STE 200 TAMPA FL 33618	011983P001-1447A-070 CHAMPION ENERGY SVC A CALPINE CO 02524 N GALLOWAY AVE MESQUITE TX 75150	011983S001-1447A-070 CHAMPION ENERGY SVC ELECTRIC GENERATION SUPPLIER 1500 RANKLIN RD STE 200 HOUSTON TX 77073	006310P001-1447A-070 CHARLES COUNTY ERIC JACKSON CHIEF OF TREASURY OFFICE OF THE TREASURER CHARLES COUNTY PO BOX 2150 GOVT BLDG LA PLATA MD 20646
011762P001-1447A-070 CHARLOTTE COUNTY FL JANETTE S KNOWLTON COUNTY ATTORNEY 18500 MURDOCK CIR PORT CHARLOTTE FL 33948	000001P001-1447A-070 CHARLOTTE CNTY TAX COLLECTOR 18500 MURDOCK CIR SE 203 PORT CHARLOTTE FL 33948	000044P002-1447A-070 CHESTERFIELD COUNTY TREASURER PO BOX 124 CHESTERFIELD VA 23832-0908	011783P001-1447A-070 CHESTERFIELD COUNTY VA JEFFREY L MINCKS COUNTY ATTORNEY PO BOX 40 CHESTERFIELD VA 23832
310438P001-1447A-070 CHRISS PLUMBING SERVICE, INC PO BOX 3389 RIVERVIEW FL 33568-3389	011984P001-1447A-070 CIGNA LIFE INSURANCE CIGNA PO BOX 644546 PITTSBURGH PA 15264-4546	011944P001-1447A-070 CINTAS CORPORATION NO 2 6800 CINTAS BLVD CINCINNATI OH 45262-5737	000043P001-1447A-070 CITY OF ALPHARETTA FINANCE DEPT TAX PO BOX 117022 ATLANTA GA 30368
011789P001-1447A-070 CITY OF ALTAMONTE SPRINGS FL ANGIE APPERSON CITY CLERK 225 NEWBURYPORT AVE ALTAMONTE SPRINGS FL 32701	000129P001-1447A-070 CITY OF ATLANTA DEPT OF WATERSHED P O BOX 105275 ATLANTA GA 30348-5275	000129S001-1447A-070 CITY OF ATLANTA DEPT OF WATERSHED 55 TRINITY AVE STE 2500 ATLANTA GA 30303	011827P001-1447A-070 CITY OF AUSTELL GA ELIZABETH YOUNG CITY CLERK 5000 AUSTELL POWDER SPRINGS RD STE 137 AUSTELL GA 30106
006300P001-1447A-070 CITY OF BALTIMORE -CITY HALL 100 NHOLLIDAY ST BALTIMORE MD 21202	011835P001-1447A-070 CITY OF BALTIMORE MD BERNARD C YOUNG CITY HALL 100 N HOLIDAY ST BALTIMORE MD 21202	011790P001-1447A-070 CITY OF BOCA RATON FL SUSAN S SAXTON 201 W PALMETTO PK RD BOCA RATON FL 33432	011791P001-1447A-070 CITY OF BOYNTON BEACH FL CRYSTAL GIBSON CITY CLERK 100 E OCEAN AVE BOYNTON BEACH FL 33435
011792P001-1447A-070 CITY OF BRADENTON FL TERRI SANCLEMENTE 107 GULF DR N BRANDENTON BEACH FL 34217	000137P001-1447A-070 CITY OF CHANDLER UTILITY BILLING P O BOX 52158 PHOENIX AZ 85072-2158	000137S001-1447A-070 CITY OF CHANDLER UTILITY BILLING CHANDLER CITY HALL 175 S ARIZONA AVE CHANDLER AZ 85225	011839P001-1447A-070 CITY OF DALLAS TX JOHN F WARREN RENAISSANCE TOWER 1201 ELM ST STE 2100 DALLAS TX 75270
011795P001-1447A-070 CITY OF DANIA BEACH FL TOM SCHNEIDER CITY CLERK 100 W DANIA BEACH BLVD DANIA BEACH FL 33004	011796P001-1447A-070 CITY OF DAVIE FL EVELYN ROIG TOWN CLERK 6591 ORANGE DR DAVIE FL 33314	011797P001-1447A-070 CITY OF DEERFIELD BEACH FL SAMANTHA GILLYARD CITY CLERK 150 NE 2ND AVE DEERFIELD BEACH FL 33441	011828P001-1447A-070 CITY OF DOUGLASVILLE GA VICKI ACKER CITY CLERK PO BOX 219 DOUGLASVILLE GA 30134

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 10 of 51

03/12/2021 04:06:01 PM

000141P001-1447A-070  
CITY OF FORT WORTH WATER DEPT  
PO BOX 961003  
FORT WORTH TX 76161-0003

000141S001-1447A-070  
CITY OF FORT WORTH WATER DEPT  
920 Fournier St.  
FT WORTH TX 76102

011798P001-1447A-070  
CITY OF GAINESVILLE FL  
OMICHELE GAINEY  
PO BOX 490 STATION 19  
GAINESVILLE FL 32627-0490

007711P001-1447A-070  
CITY OF GARLAND  
PO BOX 462010  
GARLAND TX 75046-2010

007711S001-1447A-070  
CITY OF GARLAND  
217 N FIFTH ST  
GARLAND TX 75046

011840P001-1447A-070  
CITY OF GARLAND TX  
RENE DOWL  
TRMC CMC  
PO BOX 469002  
GARLAND TX 75046

011786P001-1447A-070  
CITY OF GILBERT AZ  
KATIE HOBBS  
1700 W WASHINGTON ST FLOOR 7  
PHOENIX AZ 85007

011833P001-1447A-070  
CITY OF HARVEY LA  
JON A GEGENHEIMER  
PO BOX 10  
GRETN LA 70054-0010

011800P001-1447A-070  
CITY OF HIALEAH FL  
MARBELYS FATJO ESQ  
CITY CLERK CUSTODIAN OF PUBLIC RECORDS  
501 PALM AVE 3RD FLOOR  
HIALEAH FL 33010

011801P001-1447A-070  
CITY OF HOLLYWOOD FL  
PATRICIA CERNY  
CITY CLERK  
PO BOX 229045  
HOLLYWOOD FL 33022-9045

000047P001-1447A-070  
CITY OF HOUSTON - ARA ALARM ADMINISTRATION  
PO BOX 203887  
HOUSTON TX 77216-3887

007725P001-1447A-070  
CITY OF HUNTSVILLE  
DEPT OF FINANCE  
308 FOUNTAIN CIR  
HUNTSVILLE AL 35801

007725S001-1447A-070  
CITY OF HUNTSVILLE  
DEPT OF FINANCE  
PO BOX 308  
HUNTSVILLE AL 35804

011785P001-1447A-070  
CITY OF HUNTSVILLE AL  
KENNETH BENION  
CITY CLERK CITY HALL  
3RD FLOOR 308 FOUNTAIN CIR  
HUNTSVILLE AL 35801

011802P001-1447A-070  
CITY OF JACKSONVILLE FL  
LAURIE SCOTT  
CITY CLERK CITY HALL  
FIRST FLOOR 11 NORTH THIRD ST  
JACKSONVILLE BEACH FL 32250

006318P002-1447A-070  
CITY OF JERSEY CITY  
280 GROVE ST  
RM 101  
JERSEY CITY NJ 07302

011829P001-1447A-070  
CITY OF KENNESAW GA  
LEA ALVAREZ CITY CLERK  
2529 J O STEPHENSON AVE  
KENNESAW GA 30144

011803P001-1447A-070  
CITY OF LAND O LAKES FL  
NIKKI ALVAREZ-SOWLES ESQ  
CLERK AND COMPTROLLER  
38053 LIVE OAK AVE  
DADE CITY FL 33523

011804P001-1447A-070  
CITY OF LANTANA FL  
KATHLEEN DOMINGUEZ  
TOWN CLERK  
500 GREYNOLDS CIR  
LANTANA FL 33462

011805P001-1447A-070  
CITY OF LARGO FL  
DIANE L BRUNER  
CITY CLERK  
201 HIGHLAND AVE NE  
LARGO FL 33770

011807P001-1447A-070  
CITY OF MARGATE FL  
JOSEPH J KAVANAGH  
CITY CLERK  
5790 MARGATE BLVD  
MARGATE FL 33063

000149P001-1447A-070  
CITY OF MESA  
PO BOX 1878  
MESA AZ 85211

000149S001-1447A-070  
CITY OF MESA  
20 E. Main Street  
Mesa AZ 85201

007712P001-1447A-070  
CITY OF MESQUITE TAX OFFICE  
PO BOX 850267  
MESQUITE TX 75185-0267

007712S001-1447A-070  
CITY OF MESQUITE TAX OFFICE  
757 N GALLOWAY AVE  
MESQUITE TX 75149

011841P001-1447A-070  
CITY OF MESQUITE TX  
SONJA LAND  
PO BOX 850137  
MESQUITE TX 75185-0137

011808P001-1447A-070  
CITY OF MIAMI FL  
TODD B HANNON  
OFFICE OF THE CITY CLERK  
3500 PAN AMERICAN DR  
MIAMI FL 33133

000089P001-1447A-070  
CITY OF MIAMI GARDENS  
PO BOX 864714  
ORLANDO FL 32886-4714



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 11 of 51

03/12/2021 04:06:01 PM

011809P001-1447A-070  
CITY OF MIAMI GARDENS FL  
MARIO BATAILLE  
CITY CLERK  
18605 NW 27TH AVE  
MIAMI GARDENS FL 33056

011843P001-1447A-070  
CITY OF MIDLOTHIAN VA  
DAN GECKER  
PO BOX 40  
CHESTERFIELD VA 23832-0040

011834P001-1447A-070  
CITY OF NEW ORLEANS LA  
CHELSEY RICHARD NAPOLEON  
1340 POYDRAS ST  
4TH FLOOR  
NEW ORLEANS LA 70112

011830P001-1447A-070  
CITY OF NORCROSS GA  
MONIQUE LANG  
CITY CLERK  
65 LAWRENCEVILLE ST  
NORCROSS GA 30071

011810P001-1447A-070  
CITY OF NORTH LAUDERDALE FL  
ELIZABETH GARCIA-BECKFORD  
CITY CLERK  
701 SW 71ST AVE  
NORTH LAUDERDALE FL 33068

011811P001-1447A-070  
CITY OF NORTH PORT FL  
HEATHER TAYLOR  
CITY CLERK CITY HALL  
SECOND FLOOR 4970 CITY HALL BLVD  
NORTH PORT FL 34286

011838P001-1447A-070  
CITY OF NORTH PROVIDENCE RI  
MARY ANN DEANGELUS  
TOWN CLERK  
NORTH PROVIDENCE TOWN HALL  
2000 SMITH ST  
NORTH PROVIDENCE RI 02911

011812P001-1447A-070  
CITY OF OAKLAND PARK FL  
RENEE M SHROUT  
CITY CLERK  
3650 NE 12TH AVE  
OAKLAND PARK FL 33334

011813P001-1447A-070  
CITY OF ORLANDO FL  
STEPHANIE HERDOCIA  
CITY CLERK CITY HALL  
400 SOUTH ORANGE AVE  
ORLANDO FL 32802

011814P001-1447A-070  
CITY OF PEMBROKE PINES FL  
MARLENE GRAHAM CITY CLERK  
601 CITY CENTER WAY 4TH FLOOR  
PEMBROKE PINES FL 33025

012047P001-1447A-070  
CITY OF PHILADELPHIA /  
SCHOOL DISTRICT OF PHILADELPHIA  
CITY OF PHILADELPHIA LAW DEPT  
TAX AND REVENUE UNIT  
1401 JFK BLVD 5TH FL  
PHILADELPHIA PA 19102

000103P001-1447S-070  
CITY OF PHILADELPHIA LAW DEPT  
MEGAN N HARPER,DEPUTY CITY SOLICITOR  
MUNICIPAL SERVICES BUILDING  
1401 JFK BLVD 5TH FLOOR  
PHILADELPHIA PA 19102-1595

011837P001-1447A-070  
CITY OF PHILADELPHIA PA  
ERIC FEDER  
284 CITY HALL  
PHILADELPHIA PA. 19107

000052P001-1447A-070  
CITY OF PHOENIX  
PO BOX 29115  
PHOENIX AZ 85038-9115

011787P001-1447A-070  
CITY OF PHOENIX AZ  
DENISE ARCHIBALD  
PHOENIX CITY HALL 200 W WASHINGTON ST  
PHOENIX AZ 85003

011815P001-1447A-070  
CITY OF PINELLAS PARK FL  
DIANE CORNA CITY CLERK  
5141 78TH AVE N  
PINELLAS PARK FL 33781

011816P001-1447A-070  
CITY OF POMPANO BEACH FL  
ASCELETA HAMMOND  
CITY CLERK  
100 WEST ATLANTIC BLVD SECOND FLOOR  
POMPANO BEACH FL 33060

000071P001-1447A-070  
CITY OF POMPANO BEACH-ALARM BILLING  
ALARM BILLING  
PO DRAWER 1300  
POMPANO BEACH FL 33061

011817P001-1447A-070  
CITY OF PORT CHARLOTTE FL  
ROGER D EATON  
18500 MURDOCK CIR  
PORT CHARLOTTE FL 33948

011836P001-1447A-070  
CITY OF RANDALLSTOWN MD  
JULIE L ENSOR  
CLERK  
401 BOSLEY AVE  
2ND FLOOR  
TOWSON MD 21204

011842P001-1447A-070  
CITY OF RICHARDSON TX  
AIMEE NEMER  
PO BOX 830309  
RICHARDSON TX 75083-0309

011844P001-1447A-070  
CITY OF RICHMOND VA  
CANDICE D REID  
CITY CLERK CITY OF RICHMOND  
900 E BROAD ST  
STE 200  
RICHMOND VA 23219

011831P001-1447A-070  
CITY OF RIVERDALE GA  
SYLVIA VAUGHAN  
CITY CLERK  
CITY HALL 7200 CHURCH ST  
RIVERDALE GA 30274

011818P001-1447A-070  
CITY OF SARASOTA FL  
SHAYLA GRIGGS  
OFFICE OF THE CITY AUDITOR AND CLERK  
1565 1ST ST ROOM 110  
SARASOTA FL 34236

011788P001-1447A-070  
CITY OF SCOTTSDALE AZ  
CAROLYN JAGGER  
CITY CLERK  
3939 N DRINKWATER BLVD  
SCOTTSDALE AZ 85251

000157P001-1447A-070  
CITY OF SOUTHAVEN UTILITY DIVISION  
5813 PEPPERCHASE DR  
SOUTHAVEN MS 38671

000157S001-1447A-070  
CITY OF SOUTHAVEN UTILITY DIVISION  
8710 NORTHWEST DR  
SOUTHAVEN MS 38671

011819P001-1447A-070  
CITY OF ST PETERSBURG FL  
CHAN SRINIVASA  
CITY CLERK  
PO BOX 2842  
ST PETERSBURG FL 33731

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 12 of 51

03/12/2021 04:06:01 PM

011820P001-1447A-070 CITY OF SUNRISE FL FELICIA M BRAVO CITY CLERK 10770 WEST OAKLAND PK BLVD SUNRISE FL 33351	006871P001-1447A-070 CITY OF SUWANEE 330 TOWN CTR AVE SUWANEE GA 30024	011832P001-1447A-070 CITY OF SUWANEE GA CITY CLERK ELVIRA ROGERS 330 TOWN CENTER AVE SUWANEE GA 30024	000162P001-1447A-070 CITY OF TALLAHASSEE UTILITIES 435 N MACOMB ST RELAY BOX TALLAHASSEE FL 32301
000162S001-1447A-070 CITY OF TALLAHASSEE UTILITIES 435 N MACOMB ST #116 TALLAHASSEE FL 32301	011822P001-1447A-070 CITY OF TAMPA FL SHIRLEY FOXX-KNOWLES TAMPA MUNICIPAL OFFICE BUILDING 306 EAST JACKSON ST TAMPA FL 33602	000163P001-1447A-070 CITY OF TAMPA UTILITIES PO BOX 30191 TAMPA FL 33630-3191	000163S001-1447A-070 CITY OF TAMPA UTILITIES 306 E JACKSON ST #5E TAMPA FL 33602
011823P001-1447A-070 CITY OF VENICE FL LORI STELZER 401 WEST VENICE AVE VENICE FL 34285	011824P001-1447A-070 CITY OF WELLINGTON FL CHEVELLE D ADDIE VILLAGE CLERK 12300 FOREST HILL BLVD WELLINGTON FL 33414	011825P001-1447A-070 CITY OF WEST PALM BEACH FL HAZELINE CARSON CITY CLERK PO BOX 3366 WEST PALM BEACH FL 33402	011826P001-1447A-070 CITY OF WINTER PARK FL RENE CRANIS CITY CLERK 401 SOUTH PK AVE WINTER PARK FL 32789
011777P001-1447A-070 CLAYTON COUNTY GA DETRICK STANFORD CLAYTON COUNTY ADMINISTRATION 112 SMITH ST ANNEX 1 JONESBORO GA 30236	007713P001-1447A-070 CLAYTON COUNTY TAX COMMISSIONER 121 SOUTH MCDONOUGH ST JONESBORO GA 30236	000167P001-1447A-070 CLAYTON COUNTY WATER AUTHORITY PO BOX 117195 ATLANTA GA 30368-7195	000167S001-1447A-070 CLAYTON COUNTY WATER AUTHORITY 1600 Battle Creek Rd Morrow GA 30260
310439P001-1447A-070 CLEARVIEW WINDOW CLEANING SERVICE, INC 2601 TRILBY AVE NORTH PORT FL 34286	012226P001-1447A-070 KATHERINE CLELLAND 1401 SE 4TH AVE POMPANO BEACH FL 33060-9302	006162P002-1447A-070 CLOVER CORTEZ LLC CHAD KELLER 601 N ASHLEY DR STE 700 TAMPA FL 33602	006162S001-1447A-070 CLOVER CORTEZ LLC COMMONWEALTH PARTNERS CATHY STERRETT 400 NORTH ASHLEY DR STE 1900 TAMPA FL 33602
006162S002-1447A-070 CLOVER CORTEZ LLC COMMONWEALTH PARTNERS 4198 COX RD STE 200 GLEN ALLEN VA 23050	012401P001-1447A-070 CLOVER CORTEZ LLC 601 N ASHLEY DR STE 700 TAMPA FL 33602	012401S001-1447A-070 CLOVER CORTEZ LLC COMMONWEALTH COMMERCIAL PARTNERS PO BOX 71150 RICHMOND VA 23255	007714P001-1447A-070 COBB COUNTY 736 WHITLOCK AVE STE 100 MARIETTA GA 30064
011774P001-1447A-070 COBB COUNTY GA DR JACKIE MCMORRIS COUNTY MANAGER 100 CHEROKEE ST MARIETTA GA 30090	000164P001-1447A-070 COBB EMC PO BOX 369 MARIETTA GA 30061-0369	000164S001-1447A-070 COBB EMC 1000 EMC PKWY NE MARIETTA GA 30060	000086P001-1447S-070 COLEMAN & DEMPSEY LLP ARLENE L COLEMAN TWO RAVINIA DRIVE STE 1250 ATLANTA GA 30346

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 13 of 51

03/12/2021 04:06:01 PM

011985P001-1447A-070  
COLONIAL LIFE AND ACCIDENT INSURANCE  
COLONIAL LIFE INSURANCE  
PROCESSING CENTER  
P O BOX 1365  
COLUMBIA, SC 29202-1365

000445P001-1447A-070  
COLORADO DEPT OF LABOR  
633 17TH ST STE 201  
DENVER CO 80201-8789

000444P001-1447A-070  
COLORADO DEPT OF LABOR AND EMPLOYMENT  
PO BOX 8789  
DENVER CO 80201-8789

000438P001-1447A-070  
COLORADO DEPT OF REVENUE  
1375 SHERMAN ST  
DENVER CO 80261

000169P001-1447A-070  
COMCAST  
PO BOX 34744  
SEATTLE WA 98124-1744

000169S001-1447A-070  
COMCAST  
Comcast Center 1701 JFK Blvd.  
Philadelphia PA 19103

012423P001-1447A-070  
COMDATA  
PO BOX 100647  
ATLANTA GA 30384-0647

310440P001-1447A-070  
COMMERCIAL CEILINGS DESIGN, INC  
1520 N 69TH WAY  
HOLLYWOOD FL 33024

000435P001-1447A-070  
COMMONWEALTH OF MASSACHUSETTS  
DEPT OF REVENUE  
PO BOX 7010  
BOSTON MA 02204

000435P001-1447A-070  
COMPTON PROPERTIES LLLP  
REAL ESTATE DEPT  
POST OFFICE BOX 568367  
ORLANDO FL 32856

000435P001-1447A-070  
COMPTON PROPERTIES LLLP  
PO BOX 568367  
ORLANDO FL 32856-8367

000435P001-1447A-070  
COMPTON PROPERTIES LLLP  
102 W PINELoch ST  
STE 10  
ORLANDO FL 32806

000398P001-1447A-070  
COMPTROLLER OF MARYLAND REVENUE  
REVENUE ADMINISTRATION CENTER  
80 CALVERT STREET  
ANNAPOLIS MD 21404

000398P001-1447A-070  
CONSERVATIVE THE UTILITY EXPERTS  
PO BOX 4718  
LOGAN UT 84323-4718

000398P001-1447A-070  
CONSERVATIVE THE UTILITY EXPERTS  
MASON OZMUA  
760 S GATEWAY DR  
RIVER HTS UT 84321

000398P001-1447A-070  
CONSOLIDATED ELECTRONICS INC  
TOM STRICKLAND  
PO BOX 845  
ALPHARETTA GA 30009

012227P001-1447A-070  
CONSUMER LAW ATTORNEYS CORP  
CHRISTOPHER HIXON ESQ  
2727 ULMERTON RD  
STE 270  
CLEARWATER FL 33762

000172P001-1447A-070  
CONVERGENET  
1253 SCARLET OAK CIR  
VERO BEACH FL 32966

000172S001-1447A-070  
CONVERGENET  
925 Westchester Ave  
White Plains NY 10604

000173P002-1447A-070  
CONVERGENET VOICE LLC  
SARAH BRYANT  
1253 SCARLET OAK CIR  
VERO BEACH FL 32966

000173S001-1447A-070  
CONVERGNET VOICE LLC  
925 Westchester Ave  
White Plains NY 10604

000107P002-1447S-070  
COOPER LEVENSON P.A.  
STACEY MATTIA  
30 FOX HUNT DRIVE  
BEAR DE 19701

000203P001-1447A-070  
COOPER MILTON  
500 NORTH BROADWAY STE 201  
PO BOX 9010  
JERICHO NY 11753

000203S001-1447A-070  
COOPER MILTON  
MILTON COOPER  
KIMCO REALTY CORP  
6060 PIEDMONT ROW DR SOUTH STE 200  
CHARLOTTE NC 28287

011963P001-1447A-070  
COOPERMAN SEAN  
9720 WYETH CT  
WELLINGTON FL 33414

000175P001-1447A-070  
CORAL SPRINGS IMPROV DIST  
10300 NW 11TH MANOR  
CORAL SPRINGS FL 33071

000183P001-1447A-070  
CORAL TERRACE COMMERCIAL LLC  
PAN AMERICAN GROUP  
150 ALHAMBRA CIR STE 925  
CORAL GABLES FL 33134

011947P001-1447A-070  
CORNERSTONE ONDEMAND INC  
LEGAL DEPT  
1601 CLOVERFIELD BLVD  
STE 600  
SANTA MONICA CA 94040

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 14 of 51

03/12/2021 04:06:01 PM

011986P001-1447A-070  
CORNERSTONE ONDEMAND INC  
1601 CLOVERFIELD BLVD  
STE 620 SOUTH  
SANTA MONICA CA 90404

012408P001-1447A-070  
CORNERSTONE ONDEMAND INC  
LEGAL DEPT  
1601 CLOVERFIELD BLVD  
STE 620 SOUTH  
SANTA MONICA CA 90404

310413P001-1447A-070  
CORPORATE SVC CO  
251 LITTLE FALLS DR  
WILMINGTON DE 19807

012427P001-1447A-070  
CORPORATE SVC CO  
PO BOX 13397  
PHILADELPHIA PA 19101-3397

002610P001-1447A-070  
DIANE COTTRELL  
ADDRESS INTENTIONALLY OMITTED

006186S001-1447A-070  
CP DEERFIELD LLC  
THE CORNFELD GROUP  
3850 HOLLYWOOD BLVD STE 400  
HOLLYWOOD FL 33021

006175P001-1447A-070  
CP PEMBROKE PINES LLC  
THE CORNFELD GROUP  
3859 HOLLYWOOD BLVD STE 400  
HOLLYWOOD FL 33021

006175S001-1447A-070  
CP PEMBROKE PINES LLC  
SELECT STRATEGIES BROKERAGE  
5770 HOFFNER AVE STE 102  
ORLANDO FL 32822

006175S003-1447A-070  
CP PEMBROKE PINES LLC  
3850 HOLLYWOOD BLVD  
STE 400  
HOLLYWOOD FL 33021

006175S004-1447A-070  
CP PEMBROKE PINES LLC  
PO BOX 865279  
ORLANDO FL 32886-5279

001104P001-1447A-070  
JOSEPH CREEGAN III  
ADDRESS INTENTIONALLY OMITTED

001104S001-1447A-070  
JOSEPH CREEGAN III  
TRENAM KEMKER  
ADDRESS INTENTIONALLY OMITTED

012421P001-1447A-070  
JOSEPH J CREEGAN III  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

012421S001-1447A-070  
JOSEPH J CREEGAN III  
PETER BLOOD  
290 SE 5TH AVE  
POMPANO BEACH FL 33060

006169P001-1447A-070  
CROSS COUNTY ASSOCIATES LIMITED PARTNERSHIP  
3333 NEW HYDE PK RD STE 100  
PO BOX 5020  
NEW HYDE PARK NY 11042

006169S002-1447A-070  
CROSS COUNTY ASSOCIATES LIMITED PARTNERSHIP  
CROSS COUNTY OWNER, LLC  
DEBBY ZIEG MAINTENANCE DEPT  
3611 14TH AVE  
STE 420  
BROOKLYN NY 11218

011924P001-1447A-070  
CROSS COUNTY OWNER LLC  
3333 NEW HYDE PK RD STE 100  
PO BOX 5020  
NEW HYDE PARK NY 11042

011924S002-1447A-070  
CROSS COUNTY OWNER LLC  
DEBBY ZIEG MAINTENANCE DEPT  
3611 14TH AVE  
STE 420  
BROOKLYN NY 11218

006169S001-1447A-070  
CROSS COUNTY OWNER, LLC  
LOCKBOX 865080  
PO BOX 865080  
ORLANDO FL 32886

006144P001-1447A-070  
CROSSING SHOPPING VILLAGE ASSOCIATES LLLP  
6625 MIAMI LAKES DR STE 340  
MIAMI LAKES FL 33014-2705

310411P002-1447A-070  
CROWE LLP  
GLEN BEANLAND  
401 E LAS OLAS BLVD  
FORT LAUDERDALE FL 33301

012425P001-1447A-070  
CROWE LLP  
PO BOX 71570  
CHICAGO IL 60694-1570

006827P002-1447A-070  
CRP II HORIZON PARK LLC  
2501 S MACDILL AVE  
TAMPA FL 33629

006827S001-1447A-070  
CRP II HORIZON PARK LLC  
SEMBLER COMPANY  
5858 CENTRAL AVENUE  
ST. PETERSBURG FL 33707

006827S002-1447A-070  
CRP II HORIZON PARK LLC  
IURILLO LAW GROUP  
CAMILLE J IURILLO, ESQ.  
5628 CENTRAL AVENUE  
ST PETERSBURG FL 33707

006827S003-1447A-070  
CRP II HORIZON PARK LLC  
WOMBLE BOND DICKINSON US LP  
KEVIN J MANGAN  
1313 NORTH MARKET ST STE 1200  
WILMINGTON DE 19801

006260P001-1447A-070  
ERIC CRUZ  
MANDER LAW GROUP  
BOBBI MADONNA  
14217 THIRD ST  
DADE CITY FL 33523-3828

007731P001-1447A-070  
CSFB 2005-C6  
TORCHLIGHT INVESTORS  
GIANLUCA MONTALTI  
230 PARK AVE  
12TH FLOOR  
NEW YORK NY 10169

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 15 of 51

03/12/2021 04:06:01 PM

310441P001-1447A-070  
CTO TEAM, LLC  
1513 LEONE LN  
PORT ORANGE FL 32129

310423P001-1447A-070  
CURTIS CLUB ADVISORS LLC  
ART CURTIS  
13519 MATANZAS PL  
LAKEWOOD RANCH FL 34202

012434P001-1447A-070  
CURTIS CLUB ADVISORS LLC  
13519 MATANZAS PL  
LAKEWOOD RANCH FL 34202

006319P001-1447A-070  
CUYAHOGA COUNTY ADMINISTRATIVE HEADQUARTES  
2079 EAST NINTH STREET  
CLEVELAND OH 44115

011948P001-1447A-070  
DAASLY INC  
8004 NW 154TH ST #632  
MIAMI LAKES FL 33016

310442P001-1447A-070  
DABO FIRE INSPECTION AND SERVICE, INC  
1363 22ND ST NORTH  
STE A  
ST. PETERSBURG FL 33713

007715P001-1447A-070  
DALLAS COUNTY TAX OFFICE  
PO BOX 139066  
DALLAS TX 75313-9066

007715S001-1447A-070  
DALLAS COUNTY TAX OFFICE  
1201 ELM ST  
STE 2600  
DALLAS TX 75270

011782P001-1447A-070  
DALLAS COUNTY TX  
DARRYL MARTIN  
COUNTY ADMINISTRATOR  
411 ELM ST  
2ND FLOOR  
DALLAS TX 75202

006226P001-1447A-070  
DANIA LIVE 1748 LLC  
500 NORTH BROADWAY STE 201  
PO BOX 9010  
JERICHO NY 11753

006226S001-1447A-070  
DANIA LIVE 1748 LLC  
KIMCO REALTY CORP  
6060 PIEDMONT ROW DR SOUTH STE 200  
CHARLOTTE NC 28287

006226S002-1447A-070  
DANIA LIVE 1748 LLC  
3333 NEW HYDE PK RD  
STE 100  
NEW HYDE NY 11042

006226S003-1447A-070  
DANIA LIVE 1748 LLC  
PO BOX 62045  
NEWARK NJ 07101

000086P001-1447A-070  
DATACOMM SVC CORPORATION  
3717 CHERRY RD  
MEMPHIS TN 38118

011949P001-1447A-070  
DATASITE  
733 S MARQUETTE AVE  
MINNEAPOLIS MN 55402

310443P001-1447A-070  
DATASITE LLC  
PO BOX 74007252  
CHICAGO IL 60674-7252

006280P001-1447A-070  
KURT DAVIS  
RUSSEL A WADE III PA  
PO BOX 172  
LAKE BUTLER FL 32054-0172

006220P001-1447A-070  
DDS LIBERTY ROAD LLC  
POST OFFICE BOX 32429  
PIKESVILLE MD 21208

310444P001-1447A-070  
DEFINITI  
2201 TIMBERLOCH PL  
STE 150  
THE WOODLANDS TX 77380

000018P001-1447S-070  
DELAWARE ATTORNEY GENERAL  
BANKRUPTCY DEPT  
CARVEL STATE OFFICE BLDG  
820 N FRENCH ST 6TH FL  
WILMINGTON DE 19801

000012P002-1447S-070  
DELAWARE DIVISION OF REVENUE  
CHRISTINA ROJAS  
CARVEL STATE OFFICE BUILD 8TH FL  
820 N FRENCH ST  
WILMINGTON DE 19801

000010P001-1447S-070  
DELAWARE SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
401 FEDERAL ST STE 4  
DOVER DE 19901

000011P001-1447S-070  
DELAWARE STATE TREASURY  
BANKRUPTCY DEPT  
820 SILVER LAKE BLVD  
STE 100  
DOVER DE 19904

000006P001-1447A-070  
DENTON COUNTY TAX OFFICE  
MICHELLE FRENCH  
PO BOX 90223  
DENTON TX 76202

000178P001-1447A-070  
DENVER WATER  
PO BOX 173343  
DENVER CO 80217-3343

000178S001-1447A-070  
DENVER WATER  
1600 W 12th Ave  
Denver CO 80204

000365P001-1447A-070  
DEPT OF ATTORNEY  
CONSUMER PROTECTION UNIT  
150 SOUTH MAIN ST  
PROVIDENCE RI 02903

007716P001-1447A-070  
DESOTO COUNTY TAX COLLECTOR  
PO BOX 729  
ARCADIA FL 34265

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 16 of 51

03/12/2021 04:06:01 PM

007716S001-1447A-070  
DESOTO COUNTY TAX COLLECTOR  
201 E OAK ST  
STE 101  
ARCADIA FL 34266

006256P002-1447A-070  
DESOTO PROPERTIES LLC  
506 S DIXIE HIGHWAY  
HALLANDALE FL 33009

007732P001-1447A-070  
DESOTO PROPERTIES LLC  
500 S DIXIE HWY  
HALLANDALE FL 33009

007732S001-1447A-070  
DESOTO PROPERTIES LLC  
ISRAM REALTY  
500 S DIXIE HWY  
HALLANDALE FL 33009

007732S002-1447A-070  
DESOTO PROPERTIES LLC  
9100 CONROY WINDERMERE RD  
STE 200  
WINDERMERE FL 34786

011987P001-1447A-070  
DEX IMAGING LLC STAPLES  
DEX IMAGING LLC  
PO BAX 17454  
CLEAR WATER FL 33762

006828P001-1447A-070  
DIM VASTGOED LANDLORD INC  
BRODY AND BRODY PA  
JONATHAN E BRODY ESQ  
2850 N ANDREWS AVE  
FT LAUDERDALE FL 33311

006219P001-1447A-070  
DIM VASTGOED NV  
LEGAL DEPT  
1600 NORTHEAST MIAMI GARDENS DR  
NORTH MIAMI BEACH FL 33179

006219S001-1447A-070  
DIM VASTGOED NV  
EQUITY ONE REALTY AND MANAGEMENT FL INC  
HAMMOCKS TOWN CENTER PROPERTY MANAGER  
1550 NORTHEAST MIAMI GARDENS DR STE 500  
NORTH MIAMI BEACH FL 33179

011933P002-1447A-070  
DIM VASTGOED NV  
ONE INDEPENDENT DR STE 114  
JACKSONVILLE FL 32202

011933S001-1447A-070  
DIM VASTGOED NV  
DIM VASTGOED LANDLORD INC  
BRODY AND BRODY PA  
JONATHAN E BRODY ESQ  
2850 N ANDREWS AVE  
FT LAUDERDALE FL 33311

011933S003-1447A-070  
DIM VASTGOED NV  
HAMMOCKS TOWN CENTER PROPERTY MANAGER  
1550 NORTHEAST MIAMI GARDENS DR STE 500  
NORTH MIAMI BEACH FL 33179

000180P001-1447A-070  
DIRECT ENERGY BUSINESS-SPRING CREEK  
P O BOX 70220  
PHILADELPHIA PA 19176-0220

000180S001-1447A-070  
DIRECT ENERGY BUSINESS-SPRING CREEK  
12 GREENWAY PLZ  
HOUSTON TX 77046

011988P001-1447A-070  
DIRECTTV NATIONAL ACCOUNT COMMERCIAL  
CUSTOMER AGREEMENT  
DIRECTV  
PO BOX 105249  
ATLANTA GA 30348

006491P001-1447A-070  
DIRECTV  
2230 E IMPERIAL HWY  
EL SEGUNDO CA 90245

006491S001-1447A-070  
DIRECTV  
PO BOX 105249  
ATLANTA GA 30348

011989P001-1447A-070  
DIRECTV LLC  
DIRECTV  
PO BOX 105249  
ATLANTA GA 30348

011950P001-1447A-070  
DOCUGREEN CORP  
401 E LAS OLAS BLVD  
STE 1400  
FORT LAUDERDALE, FL 33301 FL 33301

011972P001-1447A-070  
DOCUSIGN INC  
221 MAIN ST  
STE 1000  
SAN FRANCISCO CA 94105

012403P001-1447A-070  
DOMO  
772 E UTAH VALLEY DR  
AMERICAN FORK UT 84003-9773

006900P001-1447A-070  
DOMO INC  
772 E UTAH VLY DR  
AMERICAN FORK UT 84003-9773

006829P001-1447A-070  
DONNA OSTERMILLER  
RUTAN AND TUCKER LLP  
611 ANTON BLVD  
STE 1400  
COSTA MESA CA 92626

006809P001-1447A-070  
DORCHESTER COUNTY  
MICHAEL SPEARS DIRECTOR  
DEPT OF FINANCE  
COUNTY OFFICE BUILDING  
501 COURT LN  
CAMBRIDGE MD 21613

000009P001-1447A-070  
DORIS MALOY, TAX COLLECTOR  
PO BOX 1835  
TALLAHASSEE FL 32302-1835

000010P001-1447A-070  
DOUG BELDEN TAX COLLECTOR  
PO BOX 30012  
TAMPA FL 33630-3012

011776P001-1447A-070  
DOUGLAS COUNTY GA  
MARK TEAL  
COUNTY ADMINISTRATOR  
8700 HOSPITAL DR  
DOUGLASVILLE GA 30134

310445P001-1447A-070  
DUNCAN CUSTOM INTERIORS  
10980 CRICHTON CT  
JACKSONVILLE FL 32221

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 17 of 51

03/12/2021 04:06:02 PM

000003P001-1447A-070  
DUVAL COUNTY TAX COLLECTOR  
MICHAEL CORRIGAN  
PO BOX 44009  
JACKSONVILLE FL 32231-4009

000003S001-1447A-070  
DUVAL COUNTY TAX COLLECTOR  
231 FORSYTH STREET  
SUITE 130  
JACKSONVILLE FL 322202

000080P001-1447A-070  
DYNAMARK SECURITY  
6954 FOREST HILL AVE  
RICHMOND VA 23225

006205S002-1447A-070  
EBLR, LLC  
DE PRIMA LLC  
EBLR LLC  
700 FRONT ST  
STE 2302  
SAN DIEGO CA 92102

000278P001-1447A-070  
EEOC ATLANTA DISTRICT OFFICE  
DARRELL GRAHAM ACTING DIRECTOR  
SAM NUNN ATLANTA FEDERAL CENTER  
100 ALABAMA ST SW STE 4R30  
ATLANTA GA 30303

000275P001-1447A-070  
EEOC BIRMINGHAM DISTRICT OFFICE  
BRADLEY A ANDERSON DIRECTOR  
RIDGE PARK PL  
1130 22ND ST SOUTH STE 2000  
BIRMINGHAM AL 35202

000281P001-1447A-070  
EEOC DALLAS DISTRICT OFFICE  
BELINDA MCCALLISTER DIRECTOR  
207 S HOUSTON ST  
3RD FLOOR  
DALLAS TX 75202

000282P001-1447A-070  
EEOC HOUSTON DISTRICT OFFICE  
RAYFORD O IRVIN DIRECTOR  
MICKEY LELAND BUILDING  
1919 SMITH ST 6TH FLOOR  
HOUSTON TX 77002

000280P001-1447A-070  
EEOC MEMPHIS DISTRICT OFFICE  
DELNER FRANKLIN-THOMAS DIRECTOR  
1407 UNION AVE 9TH FLOOR  
MEMPHIS TN 38104

000277P001-1447A-070  
EEOC MIAMI DISTRICT OFFICE  
MICHAEL FERRELL DIRECTOR  
MIAMI TOWER  
100 SE 2ND ST STE 1500  
MAMI FL 33131

000279P001-1447A-070  
EEOC PHILADELPHIA DISTRICT OFFICE  
JAMIE WILLIAMSON DIRECTOR  
801 MARKET ST STE 1300  
STE 1300  
PHILADELPHIA PA 19107-3127

000276P001-1447A-070  
EEOC PHOENIX DISTRICT OFFICE  
ELIZABETH CADLE DIRECTOR  
3300 NORTH CENTRAL AVE  
STE 690  
PHOENIX AZ 85012-2504

011983S002-1447A-070  
ELECTRIC GENERATION SUPPLIER  
1500 RANKLIN RD  
STE 200  
HOUSTON TX 77073

012167P003-1447A-070  
ELITE LOCK AND KEY LLC  
DBA ELITE LOCK SOLUTIONS  
SARAH SARTIPY  
9925 REISTERTOWN RD  
OWINGS MILLS MD 21117

012167S001-1447A-070  
ELITE LOCK AND KEY LLC  
DBA ELITE LOCK SOLUTIONS  
SARAH SARTIPY  
8W HAMILTON ST  
BALTIMORE MD 21201

000183P001-1447A-070  
ENGIE RESOURCES  
1990 POST OAK BLVD STE 1900  
HOUSTON TX 77056-3831

310414P001-1447A-070  
ENGLANDER AND FISCHER  
LENNY ENGLANDER  
721 FIRST AVE N  
ST PETERSBURG FL 33701

012428P001-1447A-070  
ENGLANDER AND FISCHER  
721 FIRST AVE NORTH  
ST. PETERSBURG FL 33701

000184P001-1447A-070  
ENTERGY - ALGIERS  
PO BOX 8108  
BATON ROUGE LA 70891-8106

000184S001-1447A-070  
ENTERGY - ALGIERS  
639 LOYOLA AVE  
NEW ORLEANS LA 70113

000186P001-1447A-070  
ENTERGY - MANHATTAN  
P O BOX 8108  
BATON ROUGE LA 70891-8108

000186S001-1447A-070  
ENTERGY - MANHATTAN  
639 LOYOLA AVE  
NEW ORLEANS LA 70113

000185P001-1447A-070  
ENTERGY - SOUTHAVEN  
PO BOX 8105  
BATON ROUGE LA 70891-8105

000185S001-1447A-070  
ENTERGY - SOUTHAVEN  
639 LOYOLA AVE  
NEW ORLEANS LA 70113

000283P001-1447A-070  
ENVIRONMENTAL PROTECTION AGENCY  
OFFICE OF GENERAL COUNSEL  
ARIEL RIOS BUILDING  
1200 PENNSYLVANIA AVE NW MAIL CODE 2310A  
WASHINGTON DC 20460

000284P001-1447A-070  
ENVIRONMENTAL PROTECTION AGENCY  
5 POST OFFICE SQUARE  
STE 1100  
BOSTON MA 02109-7341

000285P001-1447A-070  
ENVIRONMENTAL PROTECTION AGENCY  
1650 ARCH ST  
PHILADELPHIA PA 19103-2029

000286P001-1447A-070  
ENVIRONMENTAL PROTECTION AGENCY  
SAM NUNN ATLANTA FEDERAL CENTER  
61 FORSYTH ST SW  
ATLANTA GA 30303

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 18 of 51

03/12/2021 04:06:02 PM

000287P001-1447A-070 ENVIRONMENTAL PROTECTION AGENCY 1201 ELM ST STE 500 DALLAS TX 75270	000288P001-1447A-070 ENVIRONMENTAL PROTECTION AGENCY 75 HAWTHORNE ST SAN FRANCISCO CA 94105	006830P001-1447A-070 EQUITY ONE BRODY AND BRODY PA JONATHAN E BRODY ESQ 2850 N ANDREWS AVE FT LAUDERDALE FL 33311	006499P001-1447A-070 EQUITY ONE (FLORIDA PORTFOLIO) INC EQUITY ONE INC ONE INDEPENDENT DR STE 114 JACKSONVILLE FL 32202
006499S001-1447A-070 EQUITY ONE (FLORIDA PORTFOLIO) INC EQUITY ONE INC PO BOX 740462 ATLANTA GA 30374-0462	006499S002-1447A-070 EQUITY ONE (FLORIDA PORTFOLIO) INC LEGAL DEPT 1600 NE MIAMI GARDENS DR STE 500 NORTH MIAMI BEACH FL 33179	006499S003-1447A-070 EQUITY ONE (FLORIDA PORTFOLIO) LLC EQUITY ONE REALTY AND MANAGEMENT FL INC PINE ISLAND PROPERTY MANAGER 1550 NE MIAMI GARDENS DR STE 500 NORTH MIAMI BEACH FL 33179	006150P001-1447A-070 EQUITY ONE FLORIDA PORTFOLIO INC LEGAL DEPT 1600 NORTHEAST MIAMI GARDENS DR NORTH MIAMI BEACH FL 33179
006150S001-1447A-070 EQUITY ONE FLORIDA PORTFOLIO INC EQUITY ONE REALTY AND MANAGEMENT FL INC SHOPPES OF NORTH PORT PROPERTY MANAGER STE 500 1550 NORTHEAST MIAMI GARDENS DR NORTH MIAMI BEACH FL 33179	006173P001-1447A-070 EQUITY ONE FLORIDA PORTFOLIO INC LEGAL DEPT 1600 NE MIAMI GARDENS DR STE 500 NORTH MIAMI BEACH FL 33179	006173S001-1447A-070 EQUITY ONE FLORIDA PORTFOLIO INC EQUITY ONE REALTY AND MANAGEMENT FL INC PINE ISLAND PROPERTY MANAGER 1550 NE MIAMI GARDENS DR STE 500 NORTH MIAMI BEACH FL 33179	011925P001-1447A-070 EQUITY ONE FLORIDA PORTFOLIO LLC EQUITY ONE INC ONE INDEPENDENT DR STE 114 JACKSONVILLE FL 32202
000033P003-1447A-070 EVANSTON INSURANCE CO TEN PKWY NORTH #100 DEERFIELD IL 60015	310446P001-1447A-070 FALSE ALARM REDUCTION UNIT PO BOX 5489 GAINESVILLE FL 32627-5489	310447P001-1447A-070 FELCO AIR CONDITIONING, INC 11930 SW 128TH AVE MIAMI FL 33168	011354P001-1447A-070 FIFTH THIRD BANK AS AGENT GENERAL COUNSEL BANKRUPTCY 38 FOUNTAIN SQUARE PLZ CINCINNATI OH 04526
011354S001-1447A-070 FIFTH THIRD BANK AS AGENT PO BOX 5089 EVANSVILLE IN 47716	000072P001-1447A-070 FIRE ALARM SYSTEMS AND SECURITY INC 3901 SW 47TH AVE STE 408 DAVIE FL 33314	012054P001-1447A-070 FIRESTONE FINANCIAL CORP 27 CHRISTINA ST NEWTON MA 02461	011951P001-1447A-070 FIRMEX 110 SPADINA AVE STE 700 TORONTO ON M5V 2K4 CANADA
011952P001-1447A-070 FIT3D 585 BROADWAY ST REDWOOD CITY CA 94063	006673P001-1447A-070 FITNESS MACHINE TECHNICIANS 8637 WESTFORD RAOD LUTHERVILLE MD 20193	310448P001-1447A-070 FITNESS SVC OF FLORIDA INC 4220 NW 120TH AVE CORAL SPRINGS FL 33065	000189P001-1447A-070 FIVE9 INC 4000 Executive Parkway Suite 400 SAN RAMON CA 94583
012097P002-1447A-070 FL- BARBARA FORD-COATES TAX COLLECTOR SARASOTA CNTY 101 S WASHINGTON BLVD SARASOTA FL 34236-6993	006227P001-1447A-070 FLAGLER SC LLC 500 NORTH BROADWAY STE 201 PO BOX 9010 JERICHO NY 11753	006227S001-1447A-070 FLAGLER SC LLC KIMCO REALTY CORP 6060 PIEDMONT ROW DR SOUTH STE 200 CHARLOTTE NC 28287	012395S001-1447A-070 FLAGLER SC LLC 3333 NEW HYDE PK RD NEW HYDE NY 11753



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 19 of 51

03/12/2021 04:06:02 PM

012395S002-1447A-070 FLAGLER SC LLC FLAGLER SC LLC PO BOX 62045 NEWARK NJ 07101	012395S003-1447A-070 FLAGLER SC LLC FLAGLER SC LLC KIMCO REALTY CORP 6060 PIEDMONT ROW DR SOUTH STE 200 CHARLOTTE NC 28287	000309P001-1447A-070 FLORIDA AGENCY FOR WORKFORCE INNOVATION DIRECTOR THE CALDWELL BUILDING 107 EAST MADISON ST STE 100 TALLAHASSEE FL 32399	000347P001-1447A-070 FLORIDA ATTORNEY GENERAL ASHLEY MOODY OFFICE OF THE ATTORNEY GENERAL THE CAPITOL PL-01 TALLAHASSEE FL 32399-1050
000293P001-1447A-070 FLORIDA DEPT OF ENVIRONMENTAL PROTECTION 3900 COMMONWEALTH BLVD MS 49 TALLAHASSEE FL 32399	310449P001-1447A-070 FLORIDA DEPT OF FINANCIAL SVC DIVISION OF UNCLAIMED PROPERTY PO BOX 6350 TALLAHASSEE, FL 32314	012058P001-1447A-070 FLORIDA DEPT OF REVENUE MARSANNE PETTY LAKE CITY SVC CTR 1415 W US HWY 90 STE 115 LAKE CITY FL 32055	000020P001-1447A-070 FLORIDA DEPT OF REVENUE 5050 W TENNESSEE ST TALLAHASSEE FL 32399-0120
000402P001-1447A-070 FLORIDA DEPT OF REVENUE FLORIDA REEMPLOYMENT TAX MAIL STOP 3-2000 5050 W TENNESSEE ST TALLAHASSEE FL 32399-0112	000077P001-1447A-070 FLORIDA FIRE SAFETY INC 7875 NW 15 ST DORAL FL 33126	0000374P001-1447A-070 FLORIDA STATE UNCLAIMED PROPERTY DIVISION 200 EAST GAINES ST TALLAHASSEE FL 32399	000446P001-1447A-070 FLORIDA UNEMPLOYMENT DIVISION 107E MADISON ST TALLAHASSEE FL 32399
012170P001-1447A-070 FORD PATRICIA 263 MOUNT PLEASANT AVE NORTH PROVIDENCE RI 02908-3812	006508P001-1447A-070 FORTRESS SECURITY LLC 2000 E RANDOL MILL RD STE 611 ARLINGTON TX 76011	006508S001-1447A-070 FORTRESS SECURITY LLC PO BOX 200337 ARLINGTON TX 76006	011990P001-1447A-070 FORUM ANALYTICS LLC A CBRE CO CBRE 608844 PO BOX 848844 LOS ANGELES CA 90084-8844
012404P001-1447A-070 FORUM ANALYTICS LLC A CBRE CO FORUM ANALYTICS LLC CBRE 608844 PO BOX 848844 LOS ANGELES CA 90084-8844	000193P001-1447A-070 FPL GENERAL MAIL FACILITY MIAMI FL 33188-0001	000193S001-1447A-070 FPL 700 UNIVERSE BLVD JUNO BEACH FL 33408	000194P001-1447A-070 FPL ENERGY SVC PO BOX 25426 MIAMI FL 33102-5426
000194S001-1447A-070 FPL ENERGY SVC 700 Universe Blvd JUNO BEACH FL 33408	006308P001-1447A-070 FREDERICK COUNTY DIANA FOX TREASURER OFFICE OF THE TREASURER FREDERICK COUNTY 30 N MARKET ST FREDERICK MD 21701	011953P001-1447A-070 FRESHADDRESS LLC 36 CRAFTS ST NEWTON MA 02458	012201P001-1447A-070 FRIT COCOWALK OWNER LLC LEGON FODIMAN PA JEFFREY A SUDDUTH ESQ TODD R LEGON ESQ 1111 BRICKELL AVE STE 2150 MIAMI FL 33133
012201S001-1447A-070 FRIT COCOWALK OWNER LLC BALLARD SPAHR LLP DAVID L POLLACK LINDSEY ZIONTS 1735 MARKET ST 51ST FLOOR PHILADELPHIA PA 19103-7599	012201S002-1447A-070 FRIT COCOWALK OWNER LLC BALLARD SPAHR LLP LESLIE C HEILMAN LAUREL D ROGLEN 919 N MARKET ST 11TH FLOOR WILMINGTON DE 19801-3034	006266S003-1447A-070 FRIT COCOWALK OWNER LLC PROPERTY ONE INC 4141 VETERANS BLVD STE 300 METAIRIE LA 70002	006266S001-1447A-070 FRIT COCOWALK OWNER LLC LEGON FODIMAN JEFFREY A SUDDUTH; TODD FODIMAN 1111 BRICKELL AVE STE 2150 MIAMI FL 33133

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 20 of 51

03/12/2021 04:06:02 PM

006266S002-1447A-070 FRIT COCOWALK OWNER LLC LOCKBOX #9320 PO BOX 8500 PHILADELPHIA PA 19178-9320	006266S003-1447A-070 FRIT COCOWALK OWNER, LLC FEDERAL REALTY INVESTMENT TRUST LEGAL DEPT 1626 E JEFFERSON ST ROCKVILLE MD 20852-4041	007717P001-1447A-070 FULTON COUNTY TAX COMMISSIONER PO BOX 105052 ATLANTA GA 30348-5052	007717S001-1447A-070 FULTON COUNTY TAX COMMISSIONER 141 PRYOR ST SW ATLANTA GA 30303
006136P001-1447A-070 FWI 16 LLC BRUCE STRUMPF INC 2120 DREW ST CLEARWATER FL 33765	006136S001-1447A-070 FWI 16 LLC FWI 16 LLC 197 EIGHTH ST STE #800 BOSTON MA 02129	006146S003-1447A-070 G AND I IX SOUTHGATE SHOPPING CENTER LLC NEW PLAN FLORIDA HOLDINGS LLC BRIXMOR PROPERTY GROUP OFFICE OF GENERAL COUNSEL 420 LEXINGTON AVE 7TH FLOOR NEW YORK NY 10170	006146P002-1447A-070 G&I IX SOUTHGATE SHOPPING CENTER LLC WOOLBRIGHT DEVELOPMENT INC LEGAL DEPT. 3200 N MILITARY TRL 4TH FLOOR BOCA RATON FL 33431
012441P002-1447A-070 GA- FULTON COUNTY TAX COMMISSIONER DAMIKA PITTS 141 PRYOR ST SUITE 1106 ATLANTA GA 30303	012082P003-1447A-070 GA- GWINNETT COUNTY TAX COMMISSIONER PO BOX 372 LAWRENCEVILLE GA 30046	012082S001-1447A-070 GA- GWINNETT COUNTY TAX COMMISSIONER ROBIN L COOK 75 LANGLEY DR Lawrenceville GA 30046	004182P001-1447A-070 CARMEN GARCES ADDRESS INTENTIONALLY OMITTED
007718P001-1447A-070 GARLAND INDEPENDENT SCHOOL DIST 501 S JUPITER GARLAND TX 75042	000049P001-1447A-070 GARLAND POLICE DEPT PO BOX 207780 DALLAS TX 75320-7780	006307P001-1447A-070 GARRETT COUNTY CHERYL UPHOLD SUPERVISOR GARRETT COUNTY TAX OFFICE 203 SOUTH FOURTH ST ROOM 107A OAKLAND MD 21550	006180P002-1447A-070 GATEWAY RETAIL CENTER LLC GATOR INVESTMENTS JAMES A GOLDSMITH 7850 NW 146TH ST 4TH FLOOR MIAMI LAKES FL 33016
006180S001-1447A-070 GATEWAY RETAIL CENTER LLC STARK & STARK JOSEPH H. LEMKIN 993 LENOX DRIVE LAWRENCEVILLE NJ 08648	006180S002-1447A-070 GATEWAY RETAIL CENTER LLC 7850 NW 146TH ST MIAMI LAKES FL 33016	000103P002-1447A-070 GATOR ANTOINE PARTNERS LLLP 7850 NW 146TH STREET 4TH FLOOR 4TH FLOOR MIAMI LAKES FL 33016	000103S002-1447A-070 GATOR ANTOINE PARTNERS LLLP 1595 NE 163RD ST NORTH MIAMI BEACH FL 33162
000103S003-1447A-070 GATOR ANTOINE PARTNERS LLLP 2229 SAN FELIPE RD STE 1000 HOUSTON TX 77019	000103S004-1447A-070 GATOR ANTOINE PARTNERS LLLP STARK AND STARK PC JOSEPH H LEMKIN ESQ PO BOX 5315 PRINCETON NJ 08543	006831P001-1447A-070 GATOR ANTOINE PARTNERS LLLP BUCK KEENAN J ROBIN LINDLEY ESQ 2229 SAN FELIPE RD STE 1000 HOUSTON TX 77019	006196P002-1447A-070 GATOR ARGATE GAINESVILLE LLC GATOR INVESTMENTS JAMES A. GOLDSMITH 7850 NW 146TH ST 4TH FLOOR MIAMI LAKES FL 33016
006196S001-1447A-070 GATOR ARGATE GAINESVILLE LLC STARK & STARK 993 LENOX DRIVE LAWRENCEVILLE NJ 08648	006196S002-1447A-070 GATOR ARGATE GAINESVILLE LLC 7850 NW 146TH ST MIAMI LAKES FL 33016	006832P001-1447A-070 GATOR FLOWER MOUND LLC BUCK KEENAN LLP J ROBIN LINDLEY ESQ 2229 SAN FELIPE RD STE 1000 HOUSTON TX 77019	006832S001-1447A-070 GATOR FLOWER MOUND LLC STARK AND STARK PC JOSEPH H LEMKIN ESQ PO BOX 5315 PRINCETON NJ 08543

# YouFit Health Clubs, LLC, et al. Exhibit Pages

Page # : 21 of 51

03/12/2021 04:06:02 PM

006212P001-1447A-070  
GATOR FLOWER MOUND LLC  
1595 NE 163RD ST  
NORTH MIAMI BEACH FL 33162

006212S001-1447A-070  
GATOR FLOWER MOUND LLC  
SHERI-GAYE K. POWELL, ESQ.  
7850 NW 146TH STREET  
4TH FLOOR  
MIAMI FL 33016

000199P001-1447A-070  
GATOR FLOWER MOUND LLC  
7850 NW 146TH STREET, 4TH FLOOR  
4TH FLOOR  
MIAMI LAKES FL 33016

006176P002-1447A-070  
GATOR GREEN ACRES LTD  
GATOR INVESTMENTS  
JAMES A GOLDSMITH  
7850 NW 146TH ST  
4TH FLOOR  
MIAMI LAKES FL 33016

006176S001-1447A-070  
GATOR GREEN ACRES LTD  
7850 NW 146TH ST  
MIAMI LAKES FL 33016

006176S002-1447A-070  
GATOR GREEN ACRES LTD  
STARK & STARK  
JOESEPH H. LEMKIN  
993 LENOX DRIVE  
LAWRENCEVILLE NJ 08648

006808P001-1447A-070  
GATOR SHELBY PARTNERS LTD  
7850 NW 163RD ST  
NORTH MIAMI BEACH FL 33162

006808S001-1447A-070  
GATOR SHELBY PARTNERS LTD  
7850 NW 146TH STREET  
4TH FLOOR  
MIAMI LAKES FL 33016

006808S002-1447A-070  
GATOR SHELBY PARTNERS LTD  
STARK AND STARK PC  
JOSEPH H LEMKIN ESQ  
P O BOX 5315  
PRINCETON NJ 08543

000348P001-1447A-070  
GEORGIA ATTORNEY GENERAL  
CHRIS CARR  
40 CAPITAL SQUARE SW  
ATLANTA GA 30334-1300

000310P001-1447A-070  
GEORGIA DEPT OF LABOR  
COMMISSIONER  
SUSSEX PL ROOM 600  
148 ANDREW YOUNG INTERNATIONAL BLVD NE  
ATLANTA GA 30303

007726P002-1447A-070  
GEORGIA DEPT OF LAW  
JACK WILLIAMS  
COMPLAINCE INVESTIGATOR  
CONSUMER PROTECTION DIVISION  
2 MARTIN LUTHER KING JR DRIVE SE STE 356  
ATLANTA GA 30334

000294P001-1447A-070  
GEORGIA DEPT OF NATURAL RESOURCES  
ENVIRONMENTAL PROTECTION DIVISION  
2 MARTIN LUTHER KING JR DR SE  
STE 1152 EAST TOWER  
ATLANTA GA 30334

000295P001-1447A-070  
GEORGIA DEPT OF NATURAL RESOURCES  
COMMISSIONERS OFFICE  
2 MARTIN LUTHER KING JR DR SE  
STE 1152 EAST TOWER  
ATLANTA GA 30334

012059P001-1447A-070  
GEORGIA DEPT OF REVENUE  
PO BOX 740391  
ATLANTA GA 30374-0391

000021P001-1447A-070  
GEORGIA DEPT OF REVENUE  
PO BOX 105408  
ATLANTA GA 30348-5408

000375P001-1447A-070  
GEORGIA DEPT OF REVENUE  
UNCLAIMED PROPERTY PROGRAM  
4245 INTERNATIONAL PARK  
STE A  
HAPEVILLE GA 30354

000386P001-1447A-070  
GEORGIA DEPT OF REVENUE NE  
1800 CENTURY CENTER BLVD  
ATLANTA GA 30345

000447P001-1447A-070  
GEORGIA DEPT OF REVENUE NE  
1800 CENTURY CTR BLVD  
ATLANTA GA 30345

012188P001-1447A-070  
GF ALT FINANCE II LLC  
4830 W KENNEDY BLVD  
STE 880  
TAMPA FL 33609

012235P001-1447A-070  
GIFT CARDS  
VARIOUS

006401P001-1447A-070  
GILBERT CENTER HOLDINGS LLC  
2701 E CAMELBACK RD  
STE 170  
PHOENIX AZ 85016

011365P001-1447A-070  
GILBERT CENTER HOLDINGS LLC  
SVW PARTNERS LLC  
CAPITAL ASSET MANAGEMENT  
3770 N 7TH ST 100  
PHOENIX AZ 85014

011365S001-1447A-070  
GILBERT CENTER HOLDINGS LLC  
2701 E CAMELBACK RD  
PHOENIX AZ 85016

011991P001-1447A-070  
GLASSDOOR INC  
DEPT 3436  
P O BOX 123436  
DALLAS TX 75312-3436

012405P001-1447A-070  
GLASSDOOR INC  
PO BOX 123436  
DEPT 3436  
DALLAS TX 75312-3436

000204P001-1447A-070  
GLENWOOD REAL ESTATE SVC LLC  
4360 E BROWN RD  
#106  
MESA AZ 85205

000204S001-1447A-070  
GLENWOOD REAL ESTATE SVC LLC  
700 WEST JONES STREET  
Raleigh NC 27603

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 22 of 51

03/12/2021 04:06:02 PM

011992P001-1447A-070  
GLOBAL MUSIC RIGHTS LLC  
1801 W OLYMPIC BLVD  
PASADENA, CA 91199-2281

006147P001-1447A-070  
GLOBAL NORTH BAY LLC  
GLOBAL REALTY AND MANAGEMENT FL INC  
PROPERTY MANAGEMENT DEPT  
4125 NW 88TH AVE  
SUNRISE FL 33351

006147S001-1447A-070  
GLOBAL NORTH BAY LLC  
COHEN LEGAL  
RICHARD S COHEN ESQ JASON L COHEN ESQ  
811-A NORTH OLIVE AVE  
WEST PALM BEACH FL 33401

006262P001-1447A-070  
ANDRES GOMEZ  
DININ LAW GROUP PA  
SCOTT RICHARD DININ  
4200 NW 7TH AVE  
MIAMI FL 33127

006279P001-1447A-070  
JULIA GONZALEZ  
LAW OFFICE OF ROBERT N PELIER PA  
ROBERT NELSON PELIER  
4649 PONCE DE LEON BLVD  
STE 301  
CORAL GABLES FL 33146-2118

012236P001-1447A-070  
GOOGLE INC  
DEPT 33654  
PO BOX 39000  
SAN FRANCISCO CA 94139

000104P001-1447S-070  
GRAY ROBINSON P.A.  
STEVEN J SOLOMON,ESQ  
333 S.E. 2ND AVE.,STE 3200  
MIAMI FL 33131

000032P004-1447A-070  
GREAT AMERICAN ALLIANCE INSURANCE CO  
ADMINISTRATIVE OFFICES  
301 E 4TH ST  
CINCINNATI OH 45202

310450P001-1447A-070  
GREAT AMERICAN INSURANCE CO  
SPECIALTY ACCOUNTING  
PO BOX 89400  
CLEVELAND OH 44101-6400

011877P002-1447A-070  
GREAT AMERICAN INSURANCE GROUP  
ADMINISTRATIVE OFFICES  
301 EAST 4TH ST  
CINCINNATI OH 45202

011877S001-1447A-070  
GREAT AMERICAN INSURANCE GROUP  
REINIG INSURANCE SOLUTIONS  
TIFFANY WHITE SALES AND MARKETING CIC CISR  
2425 S YANK CIR  
LAKEWOOD CO 80228

011993P001-1447A-070  
GREAT AMERICAN INSURANCE MULTIPLE  
SPECIALTY ACCOUNTING  
PO BOX 89400  
CLEVELAND OH 44101-6400

012409P001-1447A-070  
GREAT AMERICAN INSURANCE MULTIPLE  
GREAT AMERICAN INSURANCE CO  
SPECIALTY ACCOUNTING  
PO BOX 89400  
CLEVELAND OH 44101-6400

000002P001-1447S-070  
GREENBERG TRAUIG LLP  
DENNIS A MELORO  
1007 NORTH ORANGE STREET  
SUITE 1200  
WILMINGTON DE 19801

000003P001-1447S-070  
GREENBERG TRAUIG LLP  
NANCY A PETERMAN  
77 WEST WACKER DRIVE  
SUITE 3100  
CHICAGO IL 60601

000004P002-1447S-070  
GREENBERG TRAUIG LLP  
ERIC HOWE  
77 WEST WACKER DRIVE  
SUITE 3100  
CHICAGO IL 60601

000024P001-1447S-070  
GREENBERG TRAUIG, LLP  
NICHOLAS E BALLEEN  
77 WEST WACKER DRIVE  
SUITE 3100  
CHICAGO IL 60601

006807P001-1447A-070  
GREENWAY - PARKWAY CORNERS LP  
2808 FAIRMOUNT  
STE 100  
DALLAS TX 75201

011907P001-1447A-070  
GREENWAY-PARKWAY CORNERS LP AND  
L2 FUTURE CAPITAL LLC  
2808 FAIRMOUNT  
STE 100  
DALLAS TX 75201

007719P001-1447A-070  
GREGORY BAKER-DOUGLAS TAX COUNTY COMMISSIONER  
6200 FAIRBURN RD  
DOUGLASVILLE GA 30134

000057P001-1447S-070  
GREYLION  
LATHAM & WATKINS LLP  
JOHAN (HANS) V. BRIGHAM  
200 CLARENDON STREET  
BOSTON MA 02116

0000206P001-1447A-070  
GREYSTONE POWER  
PO BOX 6071  
DOUGLASVILLE GA 30154-6071

0000206S001-1447A-070  
GREYSTONE POWER  
11490 VETERAN'S MEMORIAL HWY  
DOUGLASVILLE GA 30134

000104P002-1447A-070  
GRI EQY CONCORD LLC  
ONE INDEPENDENT DR SUITE 114  
JACKSONVILLE FL 32202

000104S001-1447A-070  
GRI EQY CONCORD LLC  
1600 NE Miami Gardens Dr  
Miami FL 33179-4900

000104S002-1447A-070  
GRI EQY CONCORD LLC  
PO BOX 531703  
ATLANTA GA 30353-1703

000104S004-1447A-070  
GRI EQY CONCORD LLC  
PO BOX 536412  
ATLANTA GA 30353-6412

000104S003-1447A-070  
GRI-EQY (CONCORD) LLC  
EQUITY ONE REALTY AND MANAGEMENT FL INC  
CONCRD SHOPPING PLAZA PROPERTY MGR  
1550 NORTHEAST MIAMI GARDENS DR  
STE 500  
NORTH MIAMI BEACH FL 33179

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 23 of 51

03/12/2021 04:06:02 PM

006346P001-1447A-070 GRI-EQY (QUAIL ROOST) LLC PO BOX 664001 DALLAS TX 75266-4001	006346S001-1447A-070 GRI-EQY (QUAIL ROOST) LLC MARIA MUNERA ASST PROPERTY MGR JLL PO BOX 972834 MIAMI FL 33197	006346S002-1447A-070 GRI-EQY (QUAIL ROOST) LLC FIRST WASHINGTON REALTY INC GENERAL COUNSEL 7200 WISCONSIN AVE STE 600 BETHESDA MD 20814	006516P001-1447A-070 GRI-EQY (QUAIL ROOST) LLC 4350 EAST WEST HIGHWAY STE 400 BETHESDA MD 20814
006516S002-1447A-070 GRI-EQY (QUAIL ROOST) LLC LEGAL DEPT 1600 NORTHEAST MIAMI GARDENS DR NORTH MIAMI BEACH FL 33179	006516S003-1447A-070 GRI-EQY (QUAIL ROOST) LLC EQUITY ONE REALTY AND MANAGEMENT FL INC THE SHOPPES AT QUAIL ROOST PROPERTY MANAGER 1550 NORTHEAST MIAMI GARDENS DR STE 500 NORTH MIAMI BEACH FL 33179	007733P001-1447A-070 GROVERPETE LP DAVID GROVERMAN 1050 STREET ROAD # 1467 SOUTHAMPTON PA 18966	007734P001-1447A-070 GULF TO BAY CENTER LLC 2727 OCEAN BLVD # 906 HIGHLAND BEACH FL 33487
007734S001-1447A-070 GULF TO BAY CENTER LLC PRLM INC. PAULINE A PAPPAS PO BOX 48547 ST. PETERSBURG FL 33743-8547	007734S002-1447A-070 GULF TO BAY CENTER LLC SHUMAKER LOOP & KENDRICK LLP 240 SOUTH PINEAPPLE AVENUE PO BOX 49948 SARASOTA FL 34230-6948	006160S001-1447A-070 GULF TO BAY CENTER LLC PAULINE A PAPPAS AGENT FOR OWNER PRLM INC POST OFFICE BOX 48547 ST PETERSBURG FL 33743-8547	006922P001-1447A-070 GWINNETT CNTY TAX COMMISSIONER PO BOX 372 LAWRENCEVILLE GA 30046
011775P001-1447A-070 GWINNETT COUNTY GA GLENN STEPHENS COUNTY ADMINISTRATOR 75 LANGLEY DR LAWRENCEVILLE GA 30046	310415P002-1447A-070 HALL LAMB HALL AND LETO PA MATTHEW LETO 2665 SOUTH BAYSHORE DR PENTHOUSE ONE MIAMI FL 33133	012429P001-1447A-070 HALL LAMB HALL AND LETO PA 2665 SOTH BAYSHORE DR PENTHOUSE ONE MIAMI FL 33133	310416P002-1447A-070 HALPERIN V YOUFIT SETTLEMENT FUND JND LEGAL ADMINISTRATION PO BOX 11037 SEATTLE WA 98111-9037
006258P001-1447A-070 CYDNEY HALPERIN KAUFMAN PA AVI ROBERT KAUFMAN 31 SAMANA DR MIAMI FL 33133	006258S001-1447A-070 CYDNEY HALPERIN EDELBERG LAW PA SCOTT ADAM EDELBERG 20900 NE 30TH AVE 417 AVENTURA FL 33180	006258S002-1447A-070 CYDNEY HALPERIN JORDAN DAVID UTANSKI 700 71ST ST MIAMI BEACH FL 33141	006258S003-1447A-070 CYDNEY HALPERIN SHAMIS AND GENTILE PA ANDREW JOHN SHAMIS 14 NE 1ST AVE STE 1205 MIAMI FL 33132
012237P001-1447A-070 CYDNEY HALPERIN 14 NE 1ST AVE MIAMI FL 33132	012238P001-1447A-070 CYDNEY HALPERIN 20900 NE 30TH AVE 417 AVENTURA FL 33180	012239P001-1447A-070 CYDNEY HALPERIN 31 SAMANA DR MIAMI FL 33133	012240P001-1447A-070 CYDNEY HALPERIN 700 71ST ST MIAMI BEACH FL 33141
001361P001-1447A-070 JILLIAN HALPERIN ADDRESS INTENTIONALLY OMITTED	006306P001-1447A-070 HARFORD COUNTY KATHRYN HEWITT TREASURER OFFICE OF THE TREASURER HARFORD COUNTY 220 SOUTH MAIN ST BEL AIR MD 21014	006145P002-1447A-070 HAYS FINANCIAL CONSULTING LLC AS RECEIVER FOR SINGLETON SQUARE C/O RETAIL PLANNING CORPORATION 35 JOHNSON FERRY RD MARIETTA GA 30068	310451P001-1447A-070 HEALTH EQUITY INC 15 WEST SCENIC POINTE DR STE 400 DRAPER UT 84020

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 24 of 51

03/12/2021 04:06:02 PM

012123P001-1447A-070 KIMBERLY HENDRIX 5818 N 12TH PL PHOENIX AZ 85014-2329	011764P001-1447A-070 HILLSBOROUGH COUNTY FL CHRISTINE BECK COUNTY ATTORNEY 601 E KENNEDY BLVD 27TH FLOOR PO BOX 1110 TAMPA FL 33601-1110	000105P001-1447S-070 HILLSBOROUGH COUNTY TAX COLLECTOR BRIAN T FITZGERALD,ESQ SENIOR ASST COUNTY ATTORNEY POST OFFICE BOX 1110 TAMPA FL 33601-1110	000209P001-1447A-070 HIQ DATA CORP 1414 NW 107TH Ave Ste 204 STE 204 MIAMI FL 33172-2741
000060P001-1447S-070 HOLLAND & KNIGHT PHILLIP W NELSON;JOSHUA M SPENCER;ANASTASIA M SOTI 150 N RIVERSIDE PLAZA STE 2700 CHICAGO IL 60606	006381P001-1447A-070 HOLLMAN INC 1825 W WALNUT HILL LN IRVING, TX 75038	000212P001-1447A-070 HORIZON VILLAGE SC 2 LLC JBL ASSET MANAGEMENT LLC 2028 HARRISON ST STE 202 HOLLYWOOD FL 33020	000212S001-1447A-070 HORIZON VILLAGE SC 2 LLC 251 LITTLE FALLS DRIVE, WILMINGTON New Castle DE 19808
006834P001-1447A-070 HORIZON VILLAGE SC LLC JBL ASSET MANAGEMENT LLC 2028 HARRISON ST STE 202 HOLLYWOOD FL 33020	012241P001-1447A-070 DARREN HORNE 435 E CHEYENNE RD SAN TAN VALLEY AZ 85143	006305P001-1447A-070 HOWARD COUNTY JANET R IRVIN DIRECTOR DEPARTMENT OF FINANCE HOWARD COUNTY 3430 COURTHOUSE DR ELLICOTT CITY MD 21043	006835P001-1447A-070 HRP SINGLETON SQUARE LLC RETAIL PLANNING CORP 383 EVA BASS PROPERTY MANAGER 35 JOHNSON FERRY RD MARIETTA GA 30068
011917P001-1447A-070 HRP SINGLETON SQUARE PARTNERS LP HAYS FINANCIAL CONSULTING LLC AS RECEIVER FOR SINGLETON SQUARE RETAIL PLANNING CORP 35 JOHNSON FERRY RD MARIETTA GA 30068	006804P001-1447A-070 HSBC BANK USA NATIONAL AS TRUSTEE FOR MORGAN STANLEY CAPITAL I INC C/O C-III ASSET MANAGEMENT LLC 52221 N OCONNOR BLVD STE 600 IRVING TX 75039	006804S001-1447A-070 HSBC BANK USA NATIONAL AS TRUSTEE RCG SOUTHAVEN SPE LLC DAVID J MARMINES ESQ. 171 17TH STREET NW SUITE 2100 ATLANTA GA 30363	012399P001-1447A-070 HSBC BANK USA NATIONAL ASSOCIATION AS TRUSTEE FOR MORGAN STANLEY CAPITAL I INC COMMERCIAL MORTGAGE PASS THROUGH ETC CIII ASSET MANAGEMENT LLC AS SPECIAL SERVICER 5221 N OCONNOR BLVD STE 600 IRVING TX 75039
012399S001-1447A-070 HSBC BANK USA NATIONAL ASSOCIATION RCG SOUTHAVEN SPE LLC DAVID J MARMINES ESQ 171 17TH ST NW ATLANTA GA 30363	007742P001-1447A-070 HULEN POINTE RETAIL HICKS LAW GROUP LLC REBECCA A. HICKS; KEVIN S. WILEY, JR. 325 N ST PAUL ST STE 4400 DALLAS TX 75201	006691P002-1447A-070 HULEN POINTE RETAIL LLC BO AVERY 917 PALOS VERDES TRL SOUTHLAKE TX 76092	011912P001-1447A-070 HULEN POINTE RETAIL LLC 325 N ST PAUL ST STE 4400 DALLAS TX 75201
011912S001-1447A-070 HULEN POINTE RETAIL LLC 917 PALOS VERDES TRL SOUTHLAKE TX 76092	000100P002-1447A-070 HUNTSVILLE UTILITIES 112 SPRAGINS ST NW HUNTSVILLE AL 35895	000100S001-1447A-070 HUNTSVILLE UTILITIES 112 SPRAGINS ST NW HUNTSVILLE AL 35891	310452P001-1447A-070 ICE SHAKER INC 2895 MARKET LOOP SOUTHLAKE TX 76092
011881P002-1447A-070 IGT MEDIA HOLDINGS INC 8395 NE 2ND AVE MIAMI FL 33138	006694P003-1447A-070 IMAGENET CONSULTING LLC CONTRACTS DEPARTMENT 913 N BROADWAY AVE OKLAHOMA CITY OK 73102	011885P001-1447A-070 IMAGENET CONSULTING LLC CONTRACTS DEPT 913 N BROADWAY OKLAHOMA CITY OK 73102	000210P002-1447A-070 INFINITE ENERGY PO BOX #71247 CHARLOTTE NC 28272-1247

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 25 of 51

03/12/2021 04:06:02 PM

000210S001-1447A-070  
INFINITE ENERGY  
6400 SUGARLOAF PKWY  
DULUTH GA 30097

006836P001-1447A-070  
INNEX II LLC  
SAX WILLINGER AND GOLD  
600 S ANDREWS AVE  
STE 401  
FT LAUDERDALE FL 33301

006132P001-1447A-070  
INNEX II LLC  
8004 NW 154 ST STE 243  
MIAMI LAKES FL 33016

006132S001-1447A-070  
INNEX II LLC  
SAX WILLINGER AND GOLD  
600 S ANDREWS AVE  
FT LAUDERDALE FL 33301

000005P001-1447S-070  
INTERNAL REVENUE SVC  
CENTRALIZED INSOLVENCY OPERATION  
PO BOX 7346  
PHILADELPHIA PA 19101-7346

000006P001-1447S-070  
INTERNAL REVENUE SVC  
CENTRALIZED INSOLVENCY OPERATION  
2970 MARKET ST  
MAIL STOP 5 Q30 133  
PHILADELPHIA PA 19104-5016

000387P001-1447A-070  
INTERNAL REVENUE SVC  
1111 CONSTITUTION AVE NW  
WASHINGTON DC 20224

000436P001-1447A-070  
INTERNAL REVENUE SVC  
2970 MARKET ST  
MAIL STOP 5-Q30-133  
PHILADELPHIA PA 19104-5016

011955P001-1447A-070  
INTRLINKDS INC  
385 THIRD AVE  
NINTH FLOOR  
NEW YORK NY 10017

012032S001-1447A-070  
IRONSHORE INSURANCE SVC LLC  
TRENAM KEMKER  
101 E KENNEDY BLVD  
STE 2700  
TAMPA FL 33601

012032P001-1447A-070  
IRONSHORE INSURANCE SVCS LLC  
28 LIBERTY ST  
5TH FLOOR  
NEW YORK NY 10005

000388P001-1447A-070  
IRS INTERNAL REVENUE SVC  
10TH ST AND PENNSYLVANIA AVE NW  
WASHINGTON DC 20530

006837P001-1447A-070  
IRT PARTNERS LP  
BRODY AND BRODY PA  
JONATHAN E BRODY ESQ  
2850 N ANDREWS AVE  
FT LAUDERDALE FL 33311

006148P001-1447A-070  
IRT PARTNERS LP  
LEGAL DEPT  
1600 NORTHEAST MIAMI GARDENS DR  
NORTH MIAMI BEACH FL 33179

006148S001-1447A-070  
IRT PARTNERS LP  
EQUITY ONE REALTY AND MANAGEMENT FL INC  
UNIGOLD SHOPPING CENTER PROPERTY MANAGER  
1550 NORTHEAST MIAMI GARDENS DR STE 500  
NORTH MIAMI BEACH FL 33179

006148S002-1447A-070  
IRT PARTNERS LP  
REGENCY CENTERS CORP  
LEASE ADMINISTRATION  
ONE INDEPENDENT DR  
JACKSONVILLE FL 32202-5019

006148S003-1447A-070  
IRT PARTNERS LP  
PNC REGENCY ATLANTA  
200 GALLERIA PKWY SE #1400  
ATLANTA GA 30339

011366P001-1447A-070  
IRT PARTNERS LP  
REGENCY CENTERS CORP  
ATTENTION: LEASE ADMINISTRATION  
ONE INDEPENDENT DR  
STE 114  
JACKSONVILLE FL 32202-5019

011366S001-1447A-070  
IRT PARTNERS LP  
REGENCY CENTERS CORP  
ATTENTION: LEGAL DEPT  
ONE INDEPENDENT DR  
STE 114  
JACKSONVILLE FL 32202-5019

011366S002-1447A-070  
IRT PARTNERS LP  
REGENCY CENTERS CORP  
ATTENTION: PROPERTY MANAGEMENT  
1600 NE MIAMI GARDENS DR  
NORTH MIAMI BEACH FL 33179

011366S005-1447A-070  
IRT PARTNERS LP  
JONATHAN E BRODY ESQ  
2850 N ANDREWS AVE  
FT LAUDERDALE FL 33311

000093P001-1447S-070  
IURILLO LAW GROUP PA  
CAMILLE J IURILLO:KEVIN L HING  
5628 CENTRAL AVE  
ST PETERSBURG FL 33707

006384P001-1447A-070  
J AND J REFRIGERATION AND HEATING  
JERRY'S  
J AND J REFRIGERATION  
5120 E HEARN  
SCOTTSDALE AZ 85254

000211P001-1447A-070  
JACKSON EMC  
PO BOX 100  
JEFFERSON GA 30549-0100

000211S001-1447A-070  
JACKSON EMC  
850 COMMERCE RD  
JEFFERSON GA 30549

012055P001-1447A-070  
JAHCO OKLAHOMA PROPERTIES I LLC  
JAH REALTY LP  
JAY HENRY  
750 N ST. PAUL STREET  
SUITE 900  
DALLAS TX 75201

006838P002-1447A-070  
JAHCO OKLAHOMA PROPERTIES I LLC  
JAH REALTY LP  
JEFF NORMAN  
PO BOX 14586  
OKLAHOMA CITY OK 73113-0586

006838S002-1447A-070  
JAHCO OKLAHOMA PROPERTIES I LLC  
CROWE & DUNLEVY  
ADAM C HALL ESQ.  
324 N ROBINSON AVENUE  
SUITE 100  
OKLAHOMA CITY OK 73102

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 26 of 51

03/12/2021 04:06:02 PM

011902P001-1447A-070  
JAHCO OKLAHOMA PROPERTIES I LLC  
750 N ST PAUL ST  
STE 900  
DALLAS TX 75201

011902S001-1447A-070  
JAHCO OKLAHOMA PROPERTIES I LLC  
324 N ROBINSON AVE  
OKLAHOMA CITY OK 73102

011902S002-1447A-070  
JAHCO OKLAHOMA PROPERTIES I LLC  
PO BOX 14586  
OKLAHOMA CITY OK 73113-0586

006839P001-1447A-070  
JAHCO SPRING CREEK LLC  
JAH REALTY LP  
AMANDA MAHER SENIOR STAFF ACCOUNTANT  
1717 MAIN ST  
STE 2600  
DALLAS TX 75201

006193P001-1447A-070  
JAHCO SPRING CREEK VILLAGE LLC  
JAH REALTY LP  
JEFF NORMAN  
PO BOX 14586  
OKLAHOMA CITY OK 73113-0586

006193S001-1447A-070  
JAHCO SPRING CREEK VILLAGE LLC  
JAH REALTY LP  
JAY HENRY  
750 N ST PAUL ST STE 900  
STE 900  
DALLAS TX 75201

011929S001-1447A-070  
JAHCO SPRING CREEK VILLAGE LLC  
JAHCO OKLAHOMA PROPERTIES I LLC  
CROWE AND DUNLEVY ADAM C HALL ESQ  
324 N ROBINSON AVE  
OKLAHOMA CITY OK 73102

011929S002-1447A-070  
JAHCO SPRING CREEK VILLAGE LLC  
JAHCO OKLAHOMA PROPERTIES I LLC  
JAH REALTY LP JEFF NORMAN  
PO BOX 14586  
OKLAHOMA CITY OK 73113-0586

006193S002-1447A-070  
JAHCO SPRING CREEK VILLAGE, LLC  
JEFF NORMAN PRESIDENT  
JAH REALTY LP  
1008 E HEFNER RD  
OKLAHOMA CITY OK 73131

000084P001-1447S-070  
JASON BLANK  
JOSHUA EGGNATZ;  
EGGNATZ PASCUCCI  
7450 GRIFFIN RD.,STE 230  
DAVIE FL 33314

000002P001-1447A-070  
JEFFERSON COUNTY TREASURER  
100 JEFFERSON COUNTY PKWY  
STE 2520  
GOLDEN CO 80419-2520

011778P001-1447A-070  
JEFFERSON PARISH COUNTY LA  
EULA LOPEZ  
COUNCIL CLERK  
200 DERBIGNY ST  
6TH FLOOR  
GRETN LA 70053-5850

006235P001-1447A-070  
JEFFERSON PARISH DEPT OF REVENUE  
JEFFERSON PARISH GENERAL GOVERNMENT BUILDING  
200 DERBIGNY STREET STE 1200  
GRETN LA 70053

000202P001-1447A-070  
JEFFERSON PARISH DEPT OF WATER  
PO BOX 10007  
JEFFERSON LA 70181-0007

000202S001-1447A-070  
JEFFERSON PARISH DEPT OF WATER  
1221 ELMWOOD PK BLVD STE 103  
EASTBANK OFFICE (YENNI BUILDING)  
JEFFERSON LA 70123

007720P001-1447A-070  
JEFFERSON PARISH SHERIFF'S OFFICE  
PO BOX 130  
GRETN LA 70064-0130

007720S001-1447A-070  
JEFFERSON PARISH SHERIFF'S OFFICE  
1233 WESTBANK EXPWY  
HARVEY LA 70058

006161P001-1447A-070  
JEM INVESTMENTS LTD  
501 N MORGAN ST STE 502  
TAMPA FL 33602

006289P001-1447A-070  
JESSAMINE COUNTY TAX ADMINISTRATOR  
105 COURT ROW  
NICHOLASVILLE KY 40356

011923P002-1447A-070  
JLJI PC LLC  
PROMENADES MALL E AND A LLC  
1835 HALLANDALE BEACH BLVD  
STE 834  
HALLANDALE BEACH FL 33009

011923S001-1447A-070  
JLJI PC LLC  
JLJIPC LLC  
PO BOX 865246  
ORLANDO FL 32886-5246

006206S002-1447A-070  
JLJI PC, LLC  
KATZ BARRON SQUITERO FAUTS  
ELLEN ROSE  
2699 SOUTH BAYSHORE DR  
SEVENTH FL  
MIAMI FL 33133

011923S002-1447A-070  
JLJI PC, LLC PROMENADES MALL E AND A LLC  
NEWMARK GRUBB KNIGHT FRANK  
KELSEY PETERS  
4221 W BOY SCOUT BLVD  
STE 440  
TAMPA FL 33607

006524P001-1447A-070  
JLJIPC, LLC  
1835 HALLANDALE BEACH BLVD  
STE 834  
HALLANDALE BEACH FL 33009

006524S001-1447A-070  
JLJIPC, LLC  
PO BOX 865246  
ORLANDO FL 32886-5246

007721P001-1447A-070  
JOHN POWER, TAX COLLECTOR ALACHUA CNTY  
PO BOX 44310  
JACKSONVILLE FL 32231-4310

007721S001-1447A-070  
JOHN POWER, TAX COLLECTOR ALACHUA CNTY  
12 SE 1ST ST  
STE 109  
GAINESVILLE FL 32601

011973P001-1447A-070  
JOHNSON CONTROLS  
14200 E EXPOSITION AVE  
AURORA CO 80012



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 27 of 51

03/12/2021 04:06:02 PM

011994P001-1447A-070  
JOHNSON CONTROLS  
4700 EXCHANGE CT STE 300  
BOCA RATON FL 33431

000076P001-1447A-070  
JOHNSON CONTROLS FIRE PROTECTION  
4700 EXCHANGE CT STE 300  
BOCA RATON FL 33431

003096P001-1447A-070  
JESSICA JOHNSON  
ADDRESS INTENTIONALLY OMITTED

003096S001-1447A-070  
JESSICA JOHNSON  
ADDRESS INTENTIONALLY OMITTED

006819P001-1447A-070  
JOSE EDUARDO CHECO  
ON BEHALF OF HIS MINOR CHILD  
BLEVINS AND HONG PC  
RICHARD N BLEVINS JR ESQ  
191 ROSWELL ST  
MARIETTA GA 30060

006819S001-1447A-070  
JOSE EDUARDO CHECO  
ON BEHALF OF HIS MINOR CHILD  
ALEJANDRO CHECO RODRIGUEZ AND ASSOCIATES LLC  
RAMIRO RODRIGUEZ JR ESQ  
332 NORTH MARIETTA PKWY  
MARIETTA GA 30060

011971P001-1447A-070  
JPMORGAN CHASE BANK NA  
COMMERCIAL CARD LEGAL  
10 S DEARBORN ST  
MAIL CODE IL 1-0286  
CHICAGO IL 60603-2300

003098P001-1447A-070  
ROGER JULIANELLI  
ADDRESS INTENTIONALLY OMITTED

012034P001-1447A-070  
ROGER JULIANELLI  
ADDRESS INTENTIONALLY OMITTED

012034S001-1447A-070  
ROGER JULIANELLI  
TRENAM KEMKER  
ADDRESS INTENTIONALLY OMITTED

012109P001-1447A-070  
ROGER JULIANELLI  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

012109S001-1447A-070  
ROGER JULIANELLI  
JASON STROSS  
5405 LEILANI DR  
ST. PETE BEACH FL 33706

310453P001-1447A-070  
JW PLUMBING CO  
5829 RODMAN ST  
HOLLYWOOD FL 33023

000075P002-1447S-070  
KELLEY DRYE & WARREN LLP  
ROBERT L LEHANE;MARK SCOTT  
PHILLIP A. WEINTRAUB  
101 PARK AVE  
NEW YORK NY 10178

000011P002-1447A-070  
KEN BURTON JR TAX COLLECTOR  
MANATEE COUNTY TAX COLLECTOR  
PO BOX 25300  
BRADENTON FL 34206-5300

000011S001-1447A-070  
KEN BURTON JR TAX COLLECTOR  
MICHELLE LEESON, PARALEGAL COLLECTIONS  
SPECIALIST  
1001 3RD AVENUE W.  
SUITE 240  
BRADENTON FL 34205-7863

007722P001-1447A-070  
KENNETH L MAUNCOLLIN COUNTY  
1800 N GRAVES ST  
#170  
MCKINNEY TX 75062

006304P001-1447A-070  
KENT COUNTY  
PAT MERRITT CHIEF FINANCE OFFICER  
OFFICE OF THE TREASURER KENT COUNTY  
400 HIGH ST  
CHESTERTOWN MD 21620

000449P001-1447A-070  
KENTUCKY DEPT OF REVENUE  
501 HIGH ST  
FRANKFORT KY 40601-2103

000448P001-1447A-070  
KENTUCKY OFFICE OF UNEMPLOYMENT INSURANCE  
501 HIGH ST  
FRANKFORT KY 40601

006292P001-1447A-070  
KHEAA  
PO BOX 798  
FRANKFORT KY 40602

007744P001-1447A-070  
YOUNG KIM  
CONSUMER LAW ATTORNEYS CORP  
CHRISTOPHER HIXON, ESQ.  
2727 ULMERTON RD  
STE 270  
CLEARWATER FL 33762

006157P001-1447A-070  
KIMZAY OF FLORIDA INC  
500 NORTH BROADWAY STE 201  
PO BOX 9010  
JERICHO NY 11753

006157S001-1447A-070  
KIMZAY OF FLORIDA INC  
KIMCO REALTY CORP  
6060 PIEDMONT ROW DR SOUTH STE 200  
CHARLOTTE NC 28287

006526P001-1447A-070  
KIMZAY OF FLORIDA, INC  
3333 NEW HYDE PK RD  
STE 100  
NEW HYDE NY 11042

006526S001-1447A-070  
KIMZAY OF FLORIDA, INC  
PO BOX 62045  
NEWARK NJ 7101

006171P001-1447A-070  
KIR BRANDON 011 LLC  
3333 NEW HYDE PARK RD STE 100  
PO BOX 5020  
NEW HYDE PARK NY 11042

006171S001-1447A-070  
KIR BRANDON 011 LLC  
500 NORTH BROADWAY SUITE 201  
PO BOX 9010  
JERICHO NY 11753

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 28 of 51

03/12/2021 04:06:02 PM

006171S002-1447A-070  
KIR BRANDON 011 LLC  
C/O KIMCO REALTY CORP  
6060 Piedmont Row Drive South  
SUITE 200  
CHARLOTTE NC 28287

006183S001-1447A-070  
KIRELAND CORAL TERRACE , LLC  
MELISSA MUNCHICK ESQ  
18851 NE 29TH AVE  
STE 303  
AVENTURA FL 33180

011753P001-1447A-070  
KIZMAY OF FLORIDA INC  
3333 NEW HYDE PARK 100  
PO BOX 5020  
NEW HYDE PARK NY 11042-0020

011753S001-1447A-070  
KIZMAY OF FLORIDA INC  
500 North Broadway, Suite 201  
PO BOX 9010  
JERICHO NY 11743

011753S002-1447A-070  
KIZMAY OF FLORIDA INC  
c/o Kimco Realty Corp  
6060 Piedmont Row Drive South  
SUITE 200  
CHARLOTTE NC 28287

011920P001-1447A-070  
KIZMAY OF FLORIDA INC  
3333 NEW HYDE PK 100  
PO BOX 5020  
NEW HYDE PARK NY 11042-0020

011920S001-1447A-070  
KIZMAY OF FLORIDA INC  
500 NORTH BROADWAY STE 201  
JERICHO NY 11753

011920S002-1447A-070  
KIZMAY OF FLORIDA INC  
KIMCO REALTY CORP  
6060 Piedmont Row DR SOUTH  
STE 200  
CHARLOTTE NC 28287

000079P001-1447A-070  
KOORSEN FIRE AND SECURITY  
2719 N ARLINGTON AVE  
INDIANAPOLIS IN 46218-3322

310412P001-1447A-070  
KPMG LLP  
ROBERT KOLAKOWSKI  
150 JOHN F KENNEDY PKWY  
SHORT HILLS NJ 07078

012426P001-1447A-070  
KPMG LLP  
DEPT 0608  
PO BOX 120608  
DALLAS TX 75312-0608

006247P001-1447A-070  
KR INSURANCE SOLUTIONS LLC  
2425 S YANK CIR  
LAKEWOOD CO 80228

006250P001-1447A-070  
KR INSURANCE SOLUTIONS LLC  
2425 S YANK CIR  
DEERFIELD BEACH FL 33442

310454P001-1447A-070  
KYLE PLUMBING II, INC  
5 SE 9TH ST  
DEERFIELD BEACH FL 33441

006281P001-1447A-070  
L2 FUTURE CAPITAL LLC  
VINCENT SERAFINO  
RICHARD G DAFOE  
1601 ELM ST  
STE 4100  
DALLAS TX 75201

000024P001-1447A-070  
LA JEFFERSON PARISH CITY  
PO BOX 248  
GRETN LA 70054-0248

000023P001-1447A-070  
LA NEW ORLEANS PARISH CITY  
1450 POYDRAS ST  
STE 800  
NEW ORLEANS LA 70112

006402P001-1447A-070  
LAFAYETTE PLACE OMV LLC  
4008 N FLORIDA AVE  
TAMPA FL 33603

006230P001-1447A-070  
LAGRANGE PLAZA LLC  
BEN LEAHY  
1714 E BETHANY HOME RD  
PHOENIX AZ 85253

012246P001-1447A-070  
AMANDA LAMBETA  
1621 TOTEM POLE WAY  
LUTZ FL 33559-8681

000216P001-1447A-070  
LANCASTER PARTNERS VII LTD  
THE PARKWAY COLLECTION  
32 S OSPREY AVE STE203  
SARASOTA FL 34236

000216S001-1447A-070  
LANCASTER PARTNERS VII LTD  
32 S Osprey Ave, Ste 102  
Sarasota FL 34236-5831

000216S002-1447A-070  
LANCASTER PARTNERS VII LTD  
WILLIAMS PARKER  
TOMMY GREGORY ESQ  
200 SOUTH ORANGE AVE  
SARASOTA FL 34236

006159P002-1447A-070  
LANCASTER PARTNERS VII LTD  
32 SOUTH OSPREY AVE  
STE 203  
SARASOTA FL 34236

011892S001-1447A-070  
LANCASTER PARTNERS VII LTD  
200 SOUTH ORANGE AVE  
SARASOTA FL 34236

006129P001-1447A-070  
LARISE ATLANTIS INC  
3107 STIRLING RD STE 104  
FORT LAUDERDALE FL 33312

006129S001-1447A-070  
LARISE ATLANTIS INC  
103 S US HWY 1  
JUPITER FL 33477

006184P001-1447A-070  
LAUDERDALE MARKETPLACE INVESTMENTS  
BLACK ROCK PARTNERS LTD AUTHORIZED AGENT  
1600 SE 17TH ST CAUSEWAY STE 200  
FORT LAUDERDALE FL 33316

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 29 of 51

03/12/2021 04:06:02 PM

006229P001-1447A-070  
LAUDERHILL MALL INVESTMENT LLC  
1267 NW 40TH AVENUE  
LAUDERHILL FL 33313

000217P001-1447A-070  
LAUDERHILL MALL INVESTMENT LLC  
696 NE 125 ST  
N MIAMI FL 33161

000217S001-1447A-070  
LAUDERHILL MALL INVESTMENT LLC  
696 NE 125TH STREET  
North Miami FL 33161

011368P001-1447A-070  
LAURICELLA MANHATTAN LLC  
MR LOUIS LAURICELLA  
1200 S CLEARVIEW PKWY  
STE 1166  
NEW ORLEANS LA 70123

011368S001-1447A-070  
LAURICELLA MANHATTAN LLC  
PEGGY M ISRAEL  
5509 MATTFELDT AVE  
BALTIMORE MD 21209

011368S002-1447A-070  
LAURICELLA MANHATTAN LLC  
2424 MANHATTAN BLVD  
HARVEY LA 70058-3449

011368S003-1447A-070  
LAURICELLA MANHATTAN LLC  
PO BOX 54963  
NEW ORLEANS LA 70154

310417P001-1447A-070  
LAW OFFICES OF DENNIS L COOK PLLC  
DENNIS L COOK  
132 SAINT PETERSBURG DR W  
OLDSMAR FL 34677-3620

006385P001-1447A-070  
LAW OFFICES OF DENNIS L COOK PLLC  
132 ST PETERSBURG DR W  
OLDSMAR FL 34677

000080P001-1447S-070  
LAW OFFICES OF KENNETH L BAUM LLC  
KENNETH L BAUM.ESQ  
167 MAIN ST  
HACKENSACK NJ 07601

310418P002-1447A-070  
LAW OFFICES OF SHAWN L BIRKEN  
100 SE 3RD AVE SITE 1300  
FORT LAUDERDALE FL 33301

012430P001-1447A-070  
LAW OFFICES OF SHAWN L BIRKEN  
100 S E 3RD AVE STE 1300  
FT. LAUDERDALE FL 33394

006213P001-1447A-070  
LBX ALAFAYA LLC  
THE SHOPPING CENTER GROUP LLC  
PROPERTY MANAGER  
300 GALLERIA PKWY 12TH FLOOR  
ATLANTA GA 30339

006213S001-1447A-070  
LBX ALAFAYA LLC  
THE SHOPPING CENTER GROUP LLC  
300 GALLERIA PKWY 12TH FL  
ATLANTA GA 30339

006810S001-1447A-070  
LEEBS DEVELOPMENT LLC  
J MICHAEL ANDERSON LLC  
JOHN M ANDERSON  
PO BOX 9  
PARKER CO 80134

006810P002-1447A-070  
LEEBS DEVELOPMENT LLC  
2195 HIGHWAY 83  
UNIT A  
FRANKTOWN CO 80116

006810S002-1447A-070  
LEEBS DEVELOPMENT LLC  
PO BOX 9  
PARKER CO 80134

011765P001-1447A-070  
LEON COUNTY FL  
CHASITY H OSTEEEN  
COUNTY ATTORNEY  
301 S MONROE ST  
STE 202  
TALLAHASSEE FL 32301

011995P001-1447A-070  
LES MILL UNITED STATES TRADING INC  
PO BOX 74008587  
CHICAGO IL 60674-8587

006290P001-1447A-070  
LEXINGTON COUNTY TAX COLLECTOR  
200 E MAIN ST  
LEXINGTON KY 40507

006291P001-1447A-070  
LEXINGTON COUNTY TAX COLLECTOR  
201 E MAIN ST  
LEXINGTON KY 40507

006205P001-1447A-070  
LG PLANO BELTLINE LLC  
LEON CAPITAL GROUP  
ROB SOLLIS  
2311 CEDAR SPRINGS STE 100  
DALLAS TX 75201

006205S001-1447A-070  
LG PLANO BELTLINE LLC  
WICK PHILLIPS GOULD AND MARTIN LLP  
CHRIS FULLER  
3131 MCKINNEY AVE STE 100  
DALLAS TX 75204

006711P001-1447A-070  
LIFE FITNESS, A DIVISION OF BRUNSWICK CORP  
2716 NETWORK PL  
CHICAGO IL 60673-1271

011996P001-1447A-070  
LINA  
PO BOX 782447  
PHILADELPHIA, PA 19178-2447

310455P001-1447A-070  
LINDNER GLASS AND MIRROR, INC  
6301 FT SMALLWOOD RD  
BALTIMORE MD 21226

000066P001-1447S-070  
LINEBARGER GOGGAN BLAIR & SAMPSON LLP  
ELIZABETH WELLER  
2777 N STEMMONS FREEWAY STE 1000  
DALLAS TX 75207

000101P001-1447S-070  
LINEBARGER GOGGAN BLAIR & SAMPSON LLP  
JOHN P DILLMAN  
P O BOX 3064  
HOUSTON TX 77253-3064

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 30 of 51

03/12/2021 04:06:02 PM

011369P001-1447A-070 LOCH RAVEN SHOPPING CENTER LLC ALLEN AND ROCKS INC 1960 GALLOWS RD STE 300 VIENNA VA 22128	011369S001-1447A-070 LOCH RAVEN SHOPPING CENTER LLC ALLEN AND ROCKS INC RANDALL COHEN GENERAL COUNSEL 1960 GALLOWS RD STE 300 VIENNA VA 22128	011369S002-1447A-070 LOCH RAVEN SHOPPING CENTER LLC ALLEN AND ROCKS INC S RANDALL COHEN GENERAL COUNSEL 1960 GALLOWS RD STE 300 VIENNA VA 22128	310456P001-1447A-070 LOCKSTAR TALLAHASSEE, TALLY LOCKSMITH PO BOX 661 TALLAHASSEE FL 32302
310457P001-1447A-070 LOCKTEC INC 9007 MEMORIAL PKWY SE HUNTSVILLE AL 35802	006122P002-1447A-070 LORI BLUETT RECEIVER FOR HOME CENTER MURRIETA LLC MC RETAIL I, LLC 1020 PROSPECT ST STE 425 LA JOLLA CA 92037	006122S001-1447A-070 LORI BLUETT RECEIVER FOR HOME CENTER MURRIETA, LLC RUTAN & TUCKER -LISA NEAL 611 ANTON BLVD SUITE 1400 COSTA MESA CA 92626-1931	000349P001-1447A-070 LOUISIANA ATTORNEY GENERAL JEFF LANDRY PO BOX 94095 BATON ROUGE LA 70804-4095
000296P001-1447A-070 LOUISIANA DEPT OF ENVIRONMENTAL QUALITY LEGAL AFFAIRS DIVISION GALVEZ BUILDING 602 NORTH FIFTH ST BATON ROUGE LA 70802	012060P001-1447A-070 LOUISIANA DEPT OF REV 900 MURRAY ST ALEXANDRIA LA 71301	000022P001-1447A-070 LOUISIANA DEPT OF REVENUE PO BOX 3138 BATON ROUGE LA 70821-3138	000389P001-1447A-070 LOUISIANA DEPT OF REVENUE PO BOX 201 617 NORTH 3RD ST BATON ROUGE LA 70821
000376P001-1447A-070 LOUISIANA DEPT OF REVENUE AND TAXATION UNCLAIMED PROPERTY DIVISION PO BOX 91010 BATON ROUGE LA 70821-9010	000311P001-1447A-070 LOUISIANA DEPT OF WORK FORCE COMMISSION SECRETARY 1001 N 23RD ST BATON ROUGE LA 70802	000615P001-1447A-070 LUIS GLASS AND WINDOWS CORP 15104 NW 90TH CT MIAMI LAKES FL 33018	006842P001-1447A-070 LYNNWOOD PLACE E AND A LLC PHILLIPS EDISON AND CO LYNWOOD PLACE STATION LLC AMANDA RIGGS SENIOR LEGAL ANALYST PO BOX 645414 PITTSBURGH PA 15264
006185P002-1447A-070 LYNNWOOD PLACE E AND A LLC EDENS LIMITED PARTNERSHIP 1221 MAIN ST STE 1000 COLUMBIA SC 29201	006185S001-1447A-070 LYNNWOOD PLACE E AND A LLC THOMPSON BURTON PLLC RONALD G STEEN JR., ESQ. 6100 TOWER CIRCLE SUITE 200 FRANKLIN TN 37067	011758P001-1447A-070 MADISON COUNTY AL DALE W STRONG 100 N SIDE SQUARE STE 700 HUNTSVILLE AL 35801	006259P001-1447A-070 ARVID MAHENDRU SHRADER LAW PLLC BRIAN SHRADER 612 WEST BAY ST TAMPA FL 33606
310458P001-1447A-070 MAJOR LEAGUE SIGNS 10870 NW 138 ST STE 1 HIALEAH GARDENS, FL 33018	006153P001-1447A-070 MALL OF GEORGIA LLC MS MANAGEMENT ASSOCIATES INC 225 WEST WASHINGTON ST INDIANAPOLIS IN 46204-3438	011888P001-1447A-070 MALL OF GEORGIA LLC 225 WEST WASHINGTON ST INDIANAPOLIS IN 46204-3438	011766P001-1447A-070 MANATEE COUNTY FL MITCHELL PALMER COUNTY ATTORNEY 1112 MANATEE AVE WEST BRADENTON FL 34205
000089P001-1447S-070 MANATEE COUNTY TAX COLLECTOR , KEN BURTON JR. ATTN: MICHELLE LEESON, PARALEGAL, COLLECTIONS SPEC 1001 3RD AVE WEST SUITE 240 BRADENTON FL 34205-7863	006843S001-1447A-070 MANATEE INVESTMENTS III LLC A AGUA CALIENTE INVESTMENTS III LLC PARADISE SQUARE SHOPPING CENTER CASE HUFF AND ASSOCIATES INC 4835 E CACTUS RD STE 443 SCOTTSDALE AZ 85254	006843S002-1447A-070 MANATEE INVESTMENTS III LLC A MANATEE INVESTMENTS III LLC 4835 E CACTUS RD STE 443 SCOTTSDALE AZ 85254	006843P001-1447A-070 MANATEE INVESTMENTS III LLC A SACKS TIERNEY PA MICHAEL J HARRIS ESQ RANDY NUSSBAUM ESQ 4250 NORTH DRINKWATER BLVD 4TH FL SCOTTSDALE AZ 85251

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 31 of 51

03/12/2021 04:06:02 PM

000069P001-1447S-070 MARICOPA COUNTY ATTORNEY'S OFFICE PETER MUTHIG 225 W MADISON ST PHOENIX AZ 85003	011759P001-1447A-070 MARICOPA COUNTY AZ FRAN MCCARROLL CLERK OF THE BOARD OF SUPERVISORS OF MARICOPA COUNTY 301 W JEFFERSON 10TH FLOOR PHOENIX AZ 85003	006912P001-1447A-070 MARICOPA COUNTY TREASURER PO BOX 52133 PHONEIX AZ 85072-2133	006912S001-1447A-070 MARICOPA COUNTY TREASURER MARICOPA COUNTY ATTORNEY'S OFFICE PETER MUTHIG 225 W MADISON ST PHOENIX AZ 85003
000350P001-1447A-070 MARYLAND ATTORNEY GENERAL BRIAN FROSH 200 ST PAUL PL BALTIMORE MD 21202-2022	000312P001-1447A-070 MARYLAND DEPT OF LABOR LICENSING AND REGULATION SECRETARY 500 N CALVERT ST STE 401 BALTIMORE MD 21202	000297P001-1447A-070 MARYLAND DEPT OF NATURAL RESOURCES 580 TAYLOR AVE TAWES STATE OFFICE BUILDING ANNAPOLIS MD 21401	012061P001-1447A-070 MARYLAND DEPT OF REVENUE PO BOX 8888 ANNAPOLIS MD 21401
000025P001-1447A-070 MARYLAND DEPT OF REVENUE 301 WEST PRESTON ST BALTIMORE MD 21201-2386	000026P001-1447A-070 MARYLAND DEPT OF REVENUE 110 CARROLL ST ANNAPOLIS MD 21411-0001	000298P001-1447A-070 MARYLAND DEPT OF THE ENVIRONMENT 1800 WASHINGTON BLVD BALTIMORE MD 21230	000377P001-1447A-070 MARYLAND TREASURER'S OFFICE UNCLAIMED PROPERTY DIVISION GOLDSTEIN TREASURY BUILDING 80 CALVERT ST ANNAPOLIS MD 21401
310459P001-1447A-070 MASSACHUSETTS DEPT OF UNEMPLOYMENT ASSISTANCE PO BOX 419815 BOSTON, MA 02241-9815	011875P001-1447A-070 DAVID A MAYER ADDRESS INTENTIONALLY OMITTED	003126P001-1447A-070 DAVID A MAYER ADDRESS INTENTIONALLY OMITTED	003126S001-1447A-070 DAVID A MAYER ADDRESS INTENTIONALLY OMITTED
011891P001-1447A-070 MBW INVESTMENTS LLC 1701 NORTH 20TH ST STE B TAMPA FL 33605	006268P004-1447A-070 MBW INVESTORS ATLAS LAW BRIAN C CHASE; RYAN J VATALARO 3902 N MARGUERITE ST TAMPA FL 33603-4828	011887P001-1447A-070 MC RETAIL I LLC 1020 PROSPECT ST STE 425 LA JOLLA CA 92037	011887S001-1447A-070 MC RETAIL I LLC LISA N NEAL ESQ RUTAN AND TUCKER LLP 611 ANTON BLVD COSTA MESA CA 92626
006221P001-1447A-070 MCJ IMPROVEMENTS LLC DLC MANAGEMENT CORP GENERAL COUNSEL 580 WHITE PLAINS RD TARRYTOWN NY 10591	011913P001-1447A-070 MCJ IMPROVEMENTS LLC 580 WHITE PLAINS RD TARRYTOWN NY 10591	006902P001-1447A-070 MCKINSEY STEEL AND SUPPLY OF FLORIDA INC 817 NW 5TH AVE FT. LAUDERDALE FL 33311	006195P001-1447A-070 MCMAHAN GROUP LLC ROY F MCMAHAN III 3034 HUNSINGER LANE REAR LOUISVILLE KY 40220
011906P001-1447A-070 MCMAHAN GROUP LLC 3034 HUNSINGER LN REAR LOUISVILLE KY 40220	011906S001-1447A-070 MCMAHAN GROUP LLC PO BOX 20206 LOUISVILLE KY 40250-0206	012014P001-1447A-070 MERRICK BANK 135 CROSSWAYS PK DR NORTH WOODBURY NY 11797	003131P001-1447A-070 RONALD P MERRYMAN ADDRESS INTENTIONALLY OMITTED

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 32 of 51

03/12/2021 04:06:02 PM

003131S001-1447A-070  
RONALD P MERRYMAN  
ADDRESS INTENTIONALLY OMITTED

310460P001-1447A-070  
METRO DADE FIRE AND SAFETY, INC  
1918 NORTHWEST 21ST ST  
MIAMI FL 33142

000222P004-1447A-070  
MIAMI DADE WATER AND SEWER DEPT  
COLLECTION BRANCH/BANKRUPTCY UNIT  
PO BOX 149089  
MIAMI FL 33114

000222S001-1447A-070  
MIAMI DADE WATER AND SEWER DEPT  
MARLA LLOYD  
3071 SW 38TH AVE  
CORAL GABLES FL 33146

011767P001-1447A-070  
MIAMI-DADE COUNTY FL  
ABIGAIL PRICE-WILLIAMS  
COUNTY ATTORNEY  
STEPHEN P CLARK CENTER  
111 NW 1ST ST  
MIAMI FL 33128

000014P001-1447S-070  
MICHIGAN DEPT OF TREASURY, TAX POL DIV  
LITIGATION LIAISON  
430 WEST ALLEGAN ST  
2ND FL AUSTIN BLDG  
LANSING MI 48922

0006190P001-1447A-070  
MIDLOTHIAN CENTER LLC  
CB RICHARD ELLIS  
LEASE ADMINISTRATOR  
6641 W BROAD ST STE 101  
RICHMOND VA 23230

0006190S001-1447A-070  
MIDLOTHIAN CENTER LLC  
DIVERSIFIED REALTY VENTURES  
ASSET MANAGER  
4920 ELM ST STE 325  
BETHESDA MD 20814

006190S002-1447A-070  
MIDLOTHIAN CENTER, LLC  
DODSON PROPERTY MANAGEMENT  
409 E MAIN ST  
STE 301  
RICHMOND VA 23219

310461P001-1447A-070  
MIDLOTHIAN GLASS AND DOOR INC  
13311 OAK LN  
MIDLOTHIAN VA 23113

310462P001-1447A-070  
MIKE'S COMMERCIAL INTERIORS  
12983 COUNTY RD 550  
FARMSVILLE TX 75442

006539P001-1447A-070  
MILLER MECHANICAL, INC  
2504 GRENOBLE RD  
RICHMOND VA 23294

006539S001-1447A-070  
MILLER MECHANICAL, INC  
PO BOX 1429  
GLEN ALLEN VA 23060

310463P001-1447A-070  
MILLER ADVERTISING AGENCY, INC  
10 ROCKERFELLAR PLZ STE 1016  
NEW YORK NY 10020

011931P001-1447A-070  
MILTON COOPER  
500 NORTH BROADWAY STE 201  
PO BOX 9010  
JERICO NY 11753

011931S001-1447A-070  
MILTON COOPER  
COOPER MILTON  
KIMCO REALTY CORP  
6060 PIEDMONT ROW DR SOUTH STE 200  
CHARLOTTE NC 28287

007709P001-1447A-070  
MISHORIM GOLD JACKSONVILLE LP  
COLLIERS INTERNATIONAL  
6641 WEST BROAD ST  
STE 101  
RICHMOND VA 23230

011911P001-1447A-070  
MISHORIM GOLD JACKSONVILLE LP  
COLLIERS INTERNATIONAL  
6641 W BROAD ST  
RICHMOND VA 23230

000351P001-1447A-070  
MISSISSIPPI ATTORNEY GENERAL  
LYNN FITCH  
WALTER SILLERS BUILDING  
550 HIGH ST STE 1200  
JACKSON MS 39201

000299P001-1447A-070  
MISSISSIPPI DEPT OF ENVIRONMENTAL QUALITY  
LEGAL DEPT  
PO BOX 2261  
JACKSON MS 39225

000027P001-1447A-070  
MISSISSIPPI DEPT OF REVENUE  
PO BOX 960  
JACKSON MS 39205

000013P001-1447A-070  
MISSISSIPPI EMPLOYMENT SECURITY COMMISSION  
EXECUTIVE DIRECTOR  
1235 ECHLON PKWY  
PO BOX 1699  
JACKSON MS 39215-1699

000378P001-1447A-070  
MISSISSIPPI STATE TREASURER  
UNCLAIMED PROPERTY DIVISION  
PO BOX 138  
JACKSON MS 39205

000399P001-1447A-070  
MISSISSIPPI TAX COMMISSION  
PO BOX 22808  
JACKSON MS 39225-2808

310464P001-1447A-070  
MOBILE UPHOLSTERY SERVICES- DO NOT USE  
4220 NW 120TH AVE  
CORAL SPRINGS FL 33065

006303P001-1447A-070  
MONTGOMERY COUNTY  
ALEXANDRE A ESPINOSA DIRECTOR  
DEPARTMENT OF FINANCE MONTGOMERY COUNTY  
255 ROCKVILLE PIKE  
STE L-15  
ROCKVILLE MD 20850

000064P001-1447S-070  
MONZACK MERSKY BROWDER AND HOCHMAN PA  
RACHEL B MERSKY  
1201 N ORANGE ST.,STE 400  
WILMINGTON DE 19801

011956P001-1447A-070  
MOSAIC CONSULTING GROUP  
VICKI HILL  
2503 EUGENIA AVE  
NASHVILLE TN 37211

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 33 of 51

03/12/2021 04:06:02 PM

006194P001-1447A-070  
MOSAIC OXBRIDGE OWNERS LLC  
MARYLAND FINANCIAL INVESTORS INC  
2800 QUARRY LAKE DR STE 340  
BALTIMORE MD 21209

011930P001-1447A-070  
MOSAIC OXBRIDGE OWNERS LLC  
2800 QUARRY LAKE DR STE 340  
BALTIMORE MD 21209

011997P001-1447A-070  
MOTUS CREATIVE  
7304 10TH ST SE  
STE A203  
LAKE STEVENS WA 98258

011957P001-1447A-070  
MOTUS CREATIVE LLC  
7304 10TH ST SE  
LAKE STEVENS WA 98258

011880P001-1447A-070  
MOUNT VERNON FIRE INS CO  
1190 DEVON PK DR  
WAYNE PA 19087

006238P001-1447A-070  
MOUNT VERNON FIRE INSURANCE CO  
1190 DEVON PARK DR  
WAYNE PA 19087

006731P002-1447A-070  
MR HANDYMAN OF CATONSVILLE AND  
WEST RANDALLSTOWN  
LATEASHA ARMSTEAD  
4811 LEEDS AVE STE C  
HALETHORPE MD 21227

000226P001-1447A-070  
NATIONAL GRID  
P O BOX 11739  
NEWARK NJ 07101-4739

000226S001-1447A-070  
NATIONAL GRID  
40 SYLVAN RD  
WALTHAM MA 02451

003158P001-1447A-070  
NICOLE M NEKOLOFF  
ADDRESS INTENTIONALLY OMITTED

003158S001-1447A-070  
NICOLE M NEKOLOFF  
ADDRESS INTENTIONALLY OMITTED

000227P001-1447A-070  
NEW HORIZON  
PO BOX 981073  
BOSTON MA 02298-1073

000227S001-1447A-070  
NEW HORIZON  
200 Baker Ave.  
Concord MA 1742

000430P001-1447A-070  
NEW JERSEY DIVISION OF TAXATION  
BANKRUPTCY SECTION  
PO BOX 245  
TRENTON NJ 08695-0245

006222P001-1447A-070  
NEW OAK HILL PLAZA LLC  
GARRET BEDRIN  
65 HARRISTOWN ROAD STE 301  
GLEN ROCK NJ 07452

006222S001-1447A-070  
NEW OAK HILL PLAZA LLC  
HIRSCHLER FLEISCHER  
LAURA LEE GARRETT  
2100 EAST CARY STREET  
RICHMOND VA 23223

006236P001-1447A-070  
NEW ORLEANS PARISH DEPT OF REVENUE  
DEPARTMENT OF FINANCE BUREAU OF REVENUE  
1300 PERDIDO ST RM 1W15  
NEW ORLEANS LA 70012

006844P001-1447A-070  
NEW PLAN FLORIDA HOLDINGS LLC  
SHUMAKER LOOP AND KENDRICK LLP  
SETH P TRAUB ESQ  
101 E KENNEDY BLVD  
STE 2800  
TAMPA FL 33602

006146S001-1447A-070  
NEW PLAN FLORIDA HOLDINGS LLC  
NEW PLAN FLORIDA HOLDINGS LLC  
BRIXMOR PROPERTY GROUP  
LEGAL DEPARTMENT VP  
9101 INTERNATIONAL DR STE 1600  
ORLANDO FL 32819

006146S002-1447A-070  
NEW PLAN FLORIDA HOLDINGS LLC  
SETH TRAUB  
101 E KENNEDY BLVD  
SUITE 2800  
TAMPA FL 33602

011958P001-1447A-070  
NEXTIVA  
8800 E CHAPARRAL RD  
STE 300  
SCOTTSDALE AZ 85250

011921P001-1447A-070  
NG SHOPPES AT CRESTHAVEN LLC  
1430 BROADWAY #1605  
NEW YORK NY 10018

011921S001-1447A-070  
NG SHOPPES AT CRESTHAVEN LLC  
PO BOX 865818  
ORLANDO FL 32886-5818

011921S002-1447A-070  
NG SHOPPES AT CRESTHAVEN, LLC  
LOCKBOX 865818  
11050 LAKE UNDERHILL RD  
ORLANDO FL 32825

006217P001-1447A-070  
NIMA PLAZA LLC  
2899 W 2 AVE  
HIALEAH FL 33010

006217S001-1447A-070  
NIMA PLAZA LLC  
6500 COWPEN RD STE 102,  
MIAMI LAKES FL 33014

006217S002-1447A-070  
NIMA PLAZA LLC  
7600 W 20 AVE  
HIALEAH FL 33016

006217S003-1447A-070  
NIMA PLAZA, LLC  
2087 W 76TH ST  
HIALEAH FL 33016

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 34 of 51

03/12/2021 04:06:02 PM

006734P001-1447A-070  
NORTH PORT OMV II, LLC  
OM VENTURE REALTY  
4008 N FLORIDA AVE  
TAMPA FL 33603

006174P001-1447A-070  
NPK CORDOVA LLC  
BRIXMOR PROPERTY GROUP  
OFFICE OF GENERAL COUNSEL  
420 LEXINGTON AVE 7TH FLOOR  
NEW YORK NY 10170

006174S001-1447A-070  
NPK CORDOVA LLC  
NPK CORDOVA LLC BRIXMOR PROPERTY GROUP  
VICE PRESIDENT OF LEGAL SVC  
3440 PRESTON RIDGE RD BUILDING IV STE 425  
ALPHARETTA GA 30005

011900P001-1447A-070  
NPK CORDOVA LLC  
OFFICE OF GENERAL COUNSEL  
420 LEXINGTON AVE 7TH FLOOR  
NEW YORK NY 10170

011900S001-1447A-070  
NPK CORDOVA LLC  
VICE PRESIDENT OF LEGAL SVC  
3440 PRESTON RIDGE RD  
ALPHARETTA GA 30005

006243P001-1447A-070  
ALLAN OAKES  
628114 LAUREL OAK LN  
ALTAMONTE SPRINGS FL 32701

000085P001-1447A-070  
OAKLAND PARK FARP  
PO BOX 919358  
ORLANDO FL 32891-9358

006142P001-1447A-070  
OAKWOOD PLAZA LIMITED PARTNERSHIP  
500 NORTH BROADWAY STE 201 PO BOX 9010  
JERICHO NY 11753

006142S001-1447A-070  
OAKWOOD PLAZA LIMITED PARTNERSHIP  
KIMCO REALTY CORP  
6060 PIEDMONT ROW DR SOUTH STE 200  
CHARLOTTE NC 28287

006142S002-1447A-070  
OAKWOOD PLAZA LIMITED PARTNERSHIP  
PO BOX 62045  
NEWARK NJ 07101

006142S003-1447A-070  
OAKWOOD PLAZA LIMITED PARTNERSHIP  
3333 NEW HYDE PK RD  
STE 100  
NEW HYDE NY 11042

000323P001-1447A-070  
OCCUPATIONAL SAFETY AND HEALTH ADMINISTRATION  
THE CURTIS CENTER STE 740 WEST  
170 S INDEPENDENCE MALL WEST  
PHILADELPHIA PA 19106-3309

000324P001-1447A-070  
OCCUPATIONAL SAFETY AND HEALTH ADMINISTRATION  
SAM NUNN ATLANTA FEDERAL CENTER  
61 FORSYTH ST SW ROOM 6T50  
ATLANTA GA 30303

000325P001-1447A-070  
OCCUPATIONAL SAFETY AND HEALTH ADMINISTRATION  
A MACEO SMITH FEDERAL BUILDING  
525 GRIFFIN ST STE 602  
DALLAS TX 75202

000326P001-1447A-070  
OCCUPATIONAL SAFETY AND HEALTH ADMINISTRATION  
SAN FRANCISCO FEDERAL BUILDING  
90 7TH ST STE 2650  
SAN FRANCISCO CA 94103

006224P001-1447A-070  
OFFICE DEPOT INC  
VICE PRESIDENT REAL ESTATE  
6600 NORTH MILITARY TRL  
BOCA RATON FL 33496

006224S001-1447A-070  
OFFICE DEPOT INC  
COHEN COMMERCIAL MANAGEMENT  
NANCY VIRGA  
5041 OKEECHOBEE BLVD  
WEST PALM BEACH FL 33417

006224S002-1447A-070  
OFFICE DEPOT INC  
SANDRA M FERRERA  
201 ALHAMBRA CIR STE 1200  
CORAL GABLES FL 33134

011935S003-1447A-070  
OFFICE DEPOT INC  
PO BOX 633980  
CINCINNATI OH 45263-3980

000431P001-1447A-070  
OFFICE OF EMPLOYEE BENEFITS  
DEPT OF ADMINISTRATION  
ONE CAPITOL HILL 3RD FLOOR  
PROVIDENCE RI 02908

000357P001-1447A-070  
OFFICE OF THE ATTORNEY GENERAL  
CONSUMER PROTECTION DIVISION  
501 WASHINGTON AVE  
PO BOX 300152 MONTGOMERY AL 36130  
MONTGOMERY AL 36104

000358P002-1447A-070  
OFFICE OF THE ATTORNEY GENERAL  
CONSUMER INFO AND COMPLAINTS  
2005 N CENTRAL AVE  
PHOENIX AZ 65004-1592

000361P001-1447A-070  
OFFICE OF THE ATTORNEY GENERAL  
CONSUMER PROTECTION SECTION  
PO BOX 94005  
BATON ROUGE LA 70804-9005

000362P001-1447A-070  
OHIO DEPT OF THE ATTORNEY GENERAL  
CONSUMER PROTECTION DIVISION  
200 SAINT PAUL PL  
16TH FLOOR  
BALTIMORE MD 21202-2021

007727P001-1447A-070  
OFFICE OF THE ATTORNEY GENERAL  
PETER F NERONHA  
4 HOWARD AVE  
CRANSTON RI 02920

000007P002-1447S-070  
OFFICE OF THE US TRUSTEE  
HANNAH MCCOLLUM  
844 KING ST  
STE 2207  
WILMINGTON DE 19801

000100P001-1447S-070  
OFFICE OF UNEMPLOYMENT COMPENSATION TAX SERVCIES ( DEB SECREST,AUTHORIZED AGENT  
DEPT OF LABOR & INDUSTRY,COMMONWEALTH OF PENNSYLVA  
COLLECTIONS SUPPORT UNIT  
651 BOAS ST..RM 925  
HARRISBURG PA 17121

000437P001-1447A-070  
OHIO DEPT OF TAXATION  
PO BOX 530  
COLUMBUS OH 43216-0530



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 35 of 51

03/12/2021 04:06:02 PM

310465P001-1447A-070  
OLIN PLUMBING, INC  
3201 E 8TH AVE  
TAMPA FL 33605

310466P001-1447A-070  
ONE SOURCE PLUMBING  
3839 MCKINNEY AVE  
STE 155-815  
DALLAS TX 75204

011998P001-1447A-070  
OPENSESAME  
DEPT LA 24661  
PASADENA CA 91185-4661

011959P001-1447A-070  
OPENSESAME INC  
1629 WEST SALMON ST  
PORTLAND OR 97205

310467P001-1447A-070  
OPTIMUM PLUMBING, LLC  
5406 LAND O LAKES BLVD  
LAND O LAKES, FL 34639

011938P001-1447A-070  
OPTUMHEALTH CARE SOLUTIONS LLC  
11000 OPIUM CIR  
EDEN PRAIRIE MN 55344

011999P001-1447A-070  
OPTUMHEALTH CARE SOLUTIONS LLC  
11000 OPTUM CIR  
EDEN PRAIRIE MN 55344

011768P001-1447A-070  
ORANGE COUNTY FL  
JERRY L DEMINGS  
ORANGE COUNTY MAYOR  
201 S ROSALIND AVE  
5TH FLOOR  
ORLANDO FL 32801

000014P001-1447A-070  
ORANGE COUNTY TAX COLLECTOR SCOTT RANDOLPH  
PO BOX 545100  
ORLANDO FL 32854

310468P001-1447A-070  
OUTDOOR IMAGES, INC  
3175 GRISSOM PKWY  
COCOA, FL 32926

012206P002-1447A-070  
PACHECO JOSE  
KENNEDY HODGES LLP  
DON J FOTY; DAVID HODGES  
4409 MONTROSE BLVD  
STE 200  
HOUSTON TX 77006

007743P001-1447A-070  
JOSE PACHECO  
KENNEDY HODGES LLP  
DON J FOTY  
4409 MONTROSE BLVD  
STE 200  
HOUSTON TX 77006

000102P001-1447S-070  
PACHULSKI STANG ZIEHL & JONES LLP  
BRADFORD J SANDLER; COLIN R ROBINSON  
919 N MARKET ST., 17TH FLOOR  
WILMINGTON DE 19801

006811S001-1447A-070  
PALLADIAN NORTH POINT COMMONS LLC  
860 JOHNSON FERRY RD NE  
ATLANTA GA 30342

006811P001-1447A-070  
PALLADIAN-NORTH POINT COMMONS LLC  
4920 ROSEWELL RD  
STE 45B104  
ATLANTA GA 30342

000004P001-1447A-070  
PALM BCH CNTY 3353  
CONSTITUTIONAL TAX COLLECTOR  
PO BOX 3353  
WEST PALM BEACH FL 33402-3353

310469P001-1447A-070  
PALM BCH CNTY SHERIFF'S OFFICE  
PO BOX 24681  
WEST PALM BEACH FL 33416

000235P001-1447A-070  
PALM BCH CNTY WATER  
9045 JOG RD  
BOYNTON BEACH FL 33437

000235S001-1447A-070  
PALM BCH CNTY WATER  
8100 FOREST HILL BLVD  
WEST PALM BEACH FL 33413

011769P001-1447A-070  
PALM BEACH COUNTY FL  
DENISE NIEMAN  
COUNTY ATTORNEY  
301 N OLIVE AVE  
STE 601  
WEST PALM BEACH FL 33401

006812P001-1447A-070  
PARABENS GROUP LLC  
2199 PONCE DE LEON BLVD  
STE 301  
CORAL GABLES FL 33134

011922P002-1447A-070  
PARTRIDGE EQUITY GROUP I LLC  
KASSANDRA MOSCATO  
SENIOR PROPERTY MANAGER  
1769 NE 33RD ST  
POMPANO BEACH FL 33064

011922S001-1447A-070  
PARTRIDGE EQUITY GROUP I LLC  
PARTRIDGE EQUITY GROUP  
PO BOX 12371  
DALLAS TX 75312-3711

012397P001-1447A-070  
PARTRIDGE EQUITY GROUP I LLC  
1769 NE 33RD ST  
POMPANO BEACH FL 33064

011770P001-1447A-070  
PASCO COUNTY FL  
JEFFREY STEINSNYDER  
COUNTY ATTORNEY  
8731 CITIZENS DR  
STE 340  
NEW PORT RICHEY FL 34654

011857P001-1447A-070  
PASCO COUNTY FL  
NIKKI ALVAREZ-SOWLES ESQ  
CLERK AND COMPTROLLER  
38053 LIVE OAK AVE  
DADE CITY FL 33523

000005P001-1447A-070  
PASCO COUNTY TAX COLLECTOR  
MIKE FASANO  
PO BOX 276  
DADE CITY FL 33526-0276

006801P002-1447A-070  
PDG AMERICA SHOPPING CENTERS LLC  
ROBERT F MYERS COO  
BETHANY TOWN CETNER  
11501 NORTHLAKE DR  
CINCINNATI OH 45249

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 36 of 51

03/12/2021 04:06:02 PM

006801S002-1447A-070  
PDG AMERICA SHOPPING CENTERS LLC  
BTC OWNER LLC  
BRANDON CAMPBELL - VP MERCH. BANK DIV  
GOLDMAN SACHS & CO LLC  
2001 ROSS AVENUE, 32ND FLOOR  
DALLAS TX 75201

006801S001-1447A-070  
PDG MAERICA SHOPPING CENTERS LLC  
PHILLIPS EDISON & COMPANY  
LEASE ADMINISTRATION DEPT.  
11501 NORTHLAKE DRIVE  
CINCINNATI OH 45249

007735P001-1447A-070  
PEACHTREE IMPROVEMENTS LLC  
DLC MANAGEMENT CORPORATION  
GENERAL COUNSEL  
580 WHITE PLAINS RD  
TARRYTOWN NY 10591

006554P001-1447A-070  
PENN DUTCH PLAZA, LLC  
3325 S UNIVERSITY DR  
SUITE 210 DAVIE FL 33328

006554S001-1447A-070  
PENN DUTCH PLAZA, LLC  
PO BOX 161845  
ALTAMONTE SPRINGS FL 32716-1845

006554S002-1447A-070  
PENN DUTCH PLAZA, LLC  
AVISON YOUNG AND ROSS REALTY INVESTMENTS  
50 W CYPRESS CREEK RD  
STE 350  
FT LAUDERDALE FL 33309

000352P001-1447A-070  
PENNSYLVANIA ATTORNEY GENERAL  
JOSH SHAPIRO  
1600 STRAWBERRY SQUARE  
16TH FLOOR  
HARRISBURG PA 17120

000364P002-1447A-070  
PENNSYLVANIA ATTORNEY GENERAL  
BUREAU OF CONSUMER PROTECTION  
MICHAEL D. CARROLL  
16 FLOOR STRAWBERRY SQUARE  
HARRISBURG PA 17120

000301P001-1447A-070  
PENNSYLVANIA DEPT OF CONSERVATION  
AND NATURAL RESOURCES  
RACHEL CARSON STATE OFFICE BLDG  
6TH FLOOR  
HARRISBURG PA 17105-8522

000300P001-1447A-070  
PENNSYLVANIA DEPT OF ENVIRONMENTAL PROTECTION  
RACHEL CARSON STATE OFFICE BLDG  
400 MARKET ST  
HARRISBURG PA 17101

000314P001-1447A-070  
PENNSYLVANIA DEPT OF LABOR AND INDUSTRY  
SECRETARY  
651 BOAS ST  
ROOM 1700  
HARRISBURG PA 17121

012062P001-1447A-070  
PENNSYLVANIA DEPT OF REVENUE  
PO BOX 280504  
HARRISBURG PA 17128-0504

000028P001-1447A-070  
PENNSYLVANIA DEPT OF REVENUE  
PO BOX 280905  
HARRISBURG PA 17128-0905

000390P001-1447A-070  
PENNSYLVANIA DEPT OF REVENUE  
11 STRAWBERRY SQUARE  
HARRISBURG PA 17128

000379P001-1447A-070  
PENNSYLVANIA STATE TREASURY  
OFFICE OF UNCLAIMED PROPERTY  
PO BOX 1837  
HARRISBURG PA 17105-1383

006126P001-1447A-070  
PETINOS LLC  
562 WYLIE RD SE STE TWO  
MARIETTA GA 30067

006321P001-1447A-070  
PHILA NR  
MUNICIPAL SVC BUILDING  
MUNICIPAL SERVICES BUILDING  
1401 JOHN F KENNEDY BLVD  
PHILADELPHIA PA 19102

006320P001-1447A-070  
PHILA R  
MUNICIPAL SVC BUILDING  
MUNICIPAL SERVICES BUILDING  
1401 JOHN F KENNEDY BLVD  
PHILADELPHIA PA 19102

310470P001-1447A-070  
PHOENIX FIRE PROTECTION INC  
1211 COMMERCIAL PK DR  
TALLAHASSEE, FL 32303

000106P002-1447S-070  
PHOENIX MANAGEMENT SERVICES  
BRIAN GLEASON / MARK KARBINER / KEVIN DOYLE  
535 FIFTH AVENUE SUITE 1006  
NEW YORK NEW YORK 10017

011771P001-1447A-070  
PINELLAS COUNTY FL  
BARRY A BURTON  
COUNTY ADMINISTRATOR  
315 COURT ST  
CLEARWATER FL 33756

000012P001-1447A-070  
PINELLAS COUNTY TAX COLLECTOR  
PO BOX 31149  
TAMPA FL 33631-3149

000388P001-1447A-070  
PITNEY BOWES INC  
3001 SUMMER ST  
STAMFORD CT 06926

007736P001-1447A-070  
PLAINVIEW SHOPPES LLC  
EXTELL DEVELOPMENT CO  
9911 SHELBYVILLE RD  
STE 200  
LOUISVILLE KY 40223

000241P001-1447A-070  
PLURIS SOUTHGATE INC  
PO BOX 612343  
DALLAS TX 75261-2343

000241S001-1447A-070  
PLURIS SOUTHGATE INC  
1095 NC-210  
Sneads Ferry NC 28460

000242P001-1447A-070  
PMAT ALGIERS PLAZA LLC  
PO BOX 674397  
DALLAS TX 75267-4397

000242S001-1447A-070  
PMAT ALGIERS PLAZA LLC  
4100 General De Gaulle Dr  
NEW ORLEANS LA 70131

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 37 of 51

03/12/2021 04:06:02 PM

006845P001-1447A-070  
PMAT ALGIERS PLAZA LLC  
CHAFFE MCCALL  
E. HOWELL CROSBY ESQ  
2300 ENERGY CENTRE  
1100 POYDRAS ST  
NEW ORLEANS LA 70163

006192P001-1447A-070  
PMAT ALGIERS PLAZA LLC  
PROPERTY ONE INC  
4141 VETERANS BLVD STE 300  
METAIRIE LA 70002

000242S002-1447A-070  
PMAT ALGIERS PLAZA, LLC  
N3 REAL ESTATE  
1240 N KIBALL AVE  
SOUTHLAKE TX 76092

006218P001-1447A-070  
PNR MANAGEMENT CORP  
10000 SW 56 ST STE 32  
MIAMI FL 33165

006218S001-1447A-070  
PNR MANAGEMENT CORP  
J.R. MAZOR & ASSOCIATES, P.A.  
NANCY J. CHAMIDES, ESQ.  
PRESIDENTIAL CIRCLE - SUITE 265 SOUTH  
4000 HOLLYWOOD BLVD.  
HOLLYWOOD FL 33021

012410P001-1447A-070  
POLYGLASS  
DEPT 2663  
PO BOX 122663  
DALLAS TX 75312

006815P001-1447A-070  
POLYGLASS USA INC  
DEPT 2663  
PO BOX 122663  
DALLAS TX 75312-1238

006815S001-1447A-070  
POLYGLASS USA INC  
THE SHOPPING CENTER GROUP  
TIFFANY GONZALEZ, PROPERTY MANAGER  
300 GALLERIA PARKWAY  
12TH FLOOR  
ATLANTA GA 30339

003179P001-1447A-070  
JASON POTTS  
ADDRESS INTENTIONALLY OMITTED

003179S001-1447A-070  
JASON POTTS  
ADDRESS INTENTIONALLY OMITTED

006257P001-1447A-070  
TRACI POWELL  
LAW OFFICES OF STEFAN COLEMAN PA  
STEFAN LOUIS COLEMAN  
201 S BISCAYNE BLVD  
28TH FLOOR  
MIAMI FL 33131

006257S001-1447A-070  
TRACI POWELL  
IJH LAW  
IGNACIO JAVIER HIRALDO  
1200 BRICKELL AVE  
STE 1950  
MIAMI FL 33131

006257S002-1447A-070  
TRACI POWELL  
HIRALDO PA  
MANUEL SANTIAGO HIRALDO  
401 E LAS OLAS BLVD  
STE 1400  
FT LAUDERDALE FL 33394

006302P001-1447A-070  
PRINCE GEORGES COUNTY  
STEPHEN MCGIBBON TREASURER  
OFFICE OF FINANCE PRINCE GEORGES COUNTY  
TREASURY DIV WAYNE K CURRY ADMIN BLDG  
1301 MCCORMICK DR STE 1100  
LARGO MD 20774

310471P001-1447A-070  
PROCOPIO FINISH INC  
6351 NW 201 ST  
HIALEAH FL 33015

006206P001-1447A-070  
PROMENADE PLAZA PARTNERSHIP  
REDEVCO MANAGEMENT  
11098 BISCAYNE BLVD STE 103  
MIAMI FL 33161

006206S001-1447A-070  
PROMENADE PLAZA PARTNERSHIP  
ELLEN ROSE  
KATZ BARRON SQUITERO FAUST  
2699 SOUTH BAYSHORE DR 7TH FLOOR  
MIAMI FL 33133

006206S003-1447A-070  
PROMENADE PLAZA PARTNERSHIP  
JLJI PC, LLC  
NEWMARK GRUBB KNIGHT FRANK  
100 NORTH TAMPA ST  
STE 2460  
TAMPA FL 33602

000084P001-1447A-070  
PROTECH SVC  
PO BOX 57944  
JACKSONVILLE FL 32241

000060P001-1447A-070  
PROTECTION 1 SECURITY SOLUTIONS  
PO BOX 219044  
KANSAS CITY MO 64121-9044

310472P001-1447A-070  
PROVIDENCE FITNESS SVC  
337 WARREN AVE  
EAST PROVIDENCE RI 02914

011960P001-1447A-070  
PS SUPPLIERS LLC  
90 SW 3 ST  
MIAMI FL 33131

011960S001-1447A-070  
PS SUPPLIERS LLC  
10760 NW 82ND  
TER DORAL FL 33178

011960S002-1447A-070  
PS SUPPLIERS LLC  
1343 SHOTGUN RD  
SUNRISE FL 33326

000057P001-1447A-070  
PYE BARKER FIRE AND SAFTEY LLC  
PO BOX 69  
ROSWELL GA 30077

006299P001-1447A-070  
QUEEN ANNE'S COUNTY GOVERNMENT  
107 N LIBERTY ST  
CENTERVILLE MD 21617

006753P001-1447A-070  
RAZ ELECTRIC INC  
7450 ORANON DR N  
ST PETERSBURG FL 33702

012411P002-1447A-070  
RED BOOK CONNECT LLC  
3440 PRESTON RIDGE RD #650  
ALPHARETTA GA 30005

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 38 of 51

03/12/2021 04:06:02 PM

000099P001-1447A-070  
RED HAWK FIRE AND SECURITY LLC  
PO BOX 530212  
ATLANTA GA 30353-0212

006248P002-1447A-070  
REINIG INSURANCE SOLUTIONS  
TIFFANY WHITE  
2425 S YANK CIR  
LAKEWOOD CO 80228

000244P001-1447A-070  
RELIANT  
P O BOX 650475  
DALLAS TX 75265-0475

000244S001-1447A-070  
RELIANT  
1000 MAIN ST  
HOUSTON TX 77002

006565P001-1447A-070  
REPUBLIC SVC - 78829  
4200 EAST 14TH ST  
PLANO TX 75074

006565S001-1447A-070  
REPUBLIC SVC - 78829  
PO BOX 78829  
PHOENIX AZ 85062-8829

006564P001-1447A-070  
REPUBLIC SVC - 9001099  
751 NW 31ST AVE  
FORT LAUDERDALE FL 33311

006564S001-1447A-070  
REPUBLIC SVC - 9001099  
PO BOX 9001099  
LOUISVILLE KY 10290-1099

000058P001-1447A-070  
RESCUE 1 FIRE SAFETY SVC  
PO BOX 7183  
ST. PETERSBURG FL 33734-7183

012012S002-1447A-070  
RETIREMENT CLEARINGHOUSE, LLC  
3545 WHITEHALL PK DR  
STE 400  
CHARLOTTE NC 28273

000288P001-1447A-070  
REVENUE/TAX DEPARTMENT/JEFFERSONTOWN KY  
10416 WATTERSON TRL  
JEFFERSONTOWN KY 40299

000353P001-1447A-070  
RHODE ISLAND ATTORNEY GENERAL  
PETER F NERONHA  
150 S MAIN ST  
PROVIDENCE RI 02903

000302P001-1447A-070  
RHODE ISLAND DEPT OF ENVIRONMENTAL MANAGEMENT  
235 PROMENADE ST  
PROVIDENCE RI 02908-5767

000315P001-1447A-070  
RHODE ISLAND DEPT OF LABOR AND TRAINING  
DIRECTOR  
1511 PONTIAC AVE  
CRANSTON RI 02920

000450P001-1447A-070  
RHODE ISLAND DEPT OF LABOR AND TRAINING  
1511 PONTIAC AVE  
CRANSTON RI 02920

000029P001-1447A-070  
RHODE ISLAND DEPT OF REVENUE  
ONE CAPITOL HILL  
PROVIDENCE RI 02908-5800

000391P001-1447A-070  
RHODE ISLAND DIVISION OF TAXATION  
ONE CAPITOL HILL  
1ST FLOOR  
PROVIDENCE RI 02908

000380P001-1447A-070  
RHODE ISLAND TREASURY OFFICE  
UNCLAIMED PROPERTY DIVISION  
STATE HOUSE  
ROOM102  
PROVIDENCE RI 02903

000067P001-1447S-070  
RICHARDS LAYTON & FINGER PA  
JOHN H KNIGHT;MARISA A TERRANOVA FISSEL  
ONE RODNEY SQUARE  
920 NORTH KING ST  
WILMINGTON DE 19801

000099P001-1447S-070  
RICHARDS LAYTON & FINGER PA  
AMANDA R STEELE;BRENDAN J SCHLAUCH;MEGAN E KENNEY  
920 NORTH KING ST  
WILMINGTON DE 19801

011784P001-1447A-070  
RICHMOND COUNTY VA  
ELIZABETH TRIBBLE  
COMMONWEALTHS ATTORNEY  
116 WALLACE ST  
PO BOX 1475  
WARSAW VA 22572

007737P001-1447A-070  
RIVER LANDING DEVELOPMENT LLC  
ANDREW HELLINGER - MANAGER  
283 CATALONIA AVE  
STE 100  
CORAL GABLES FL 33134

006757P002-1447A-070  
RIVERDALE CROSSING SHOPPING CENTER LLC  
RAFAT SHAIKJ  
OWNER & MANAGING MEMBER  
6961 PEACHTREE INDUSTRIAL BLVD  
STE 101  
NORCROSS GA 30092

310473P001-1447A-070  
ROBERT A OLIVER  
2921 MUMPHREY RD  
CHALMETTE LA 70043

006276P001-1447A-070  
ALEJANDRINA ROSARIO  
KENNETH SAFFREN  
815 GREENWOOD AVE  
STE 22  
JENKINTOWN PA 19046-2800

006264P001-1447A-070  
ALONZO ROSCOE  
LAW OFFICE OF JONATHAN W CHASE  
JONATHAN W CHASE  
1515 MARKET ST  
STE 1200  
PHILADELPHIA PA 19102

006264S001-1447A-070  
ALONZO ROSCOE  
KRAEMER MANES AND ASSOC LLC  
MICHELLE R DEMPSKY  
1628 JOHN F KENNEDY BLVD  
STE 1650  
PHILADELPHIA PA 19103

006246P001-1447A-070  
RPS DENVER  
7900 E UNION AVE  
STE 1011  
DENVER CO 80237

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 39 of 51

03/12/2021 04:06:02 PM

006249P001-1447A-070  
RPS FT LAUDERDALE FL  
2400 E COMMERCIAL BLVD  
STE 728  
FORT LAUDERDALE FL 33308

006846P001-1447A-070  
RPT REALTY LP  
FKA RAMCO GERSHENSON PROPERTIES LP  
ADAMS AND REESE LLP  
ERIC PARTLOW ESQ  
101 E KENNEDY BLVD STE 4000  
TAMPA FL 33602

006846S002-1447A-070  
RPT REALTY LP  
BARCLAY DAMON LLP  
KEVIN M NEWMAN  
BARCLAY DAMON TOWER  
125 EAST JEFFERSON ST  
SYRACUSE NY 13202

006846S003-1447A-070  
RPT REALTY LP  
BARCLAY DAMON LLP  
SCOTT L FLEISCHER  
1270 AVENUE OF THE AMERICAS STE 501  
NEW YORK NY 10020

006567P001-1447A-070  
RPT REALTY LP  
BANK OF AMERICA  
20750 CIVIC CTR DR  
STE 310  
SOUTHFIELD MI 48076

006567S001-1447A-070  
RPT REALTY LP  
BANK OF AMERICA  
PO BOX 350018  
BOSTON MA 02241-0518

011915P001-1447A-070  
RPT REALTY LP FKA RAMCO  
GERSHENSON PROPERTIES LP  
FKA RAMCO GERSHENSON PROPERTIES LP  
ADAMS AND REESE LLP ERIC PARTLOW ESQ  
101 E KENNEDY BLVD STE 4000  
TAMPA FL 33602

011915S001-1447A-070  
RPT REALTY LP FKA RAMCO  
RPT REALTY LP  
BANK OF AMERICA  
20750 CIVIC CTR DR  
STE 310  
SOUTHFIELD MI 48076

011915S002-1447A-070  
RPT REALTY LP FKA RAMCO  
RPT REALTY LP  
BANK OF AMERICA  
PO BOX 350018  
BOSTON MA 02241-0518

011915S004-1447A-070  
RPT REALTY LP FKA RAMCO  
GERSHENSON PROPERTIES LP  
RPT REALTY LP BANK OF AMERICA  
PO BOX 350018  
BOSTON MA 02241-0518

006846S001-1447A-070  
RPT REALTY, LP FKA RAMCO  
GERSHENSON PROPERTIES, LP  
FKA RAMCO GERSHENSON PROPERTIES LP  
20750 CIVIC CENTER DR STE 310  
SOUTHFIELD MI 48076-4104

011915S003-1447A-070  
RPT REALTY, LP FKA RAMCO  
GERSHENSON PROPERTIES, LP  
FKA RAMCO GERSHENSON PROPERTIES LP  
31500 NORTHWESTERN HWY  
STE 300  
FARMINGTON HILLS MI 48334

000087P001-1447S-070  
SACKS TIERNEY PA  
RANDY NUSSBAUM;PHILIP R RUDD  
4250 N DRINKWATER BLVD.,4TH FLOOR  
SCOTTSDALE AZ 85251

012000P001-1447A-070  
SAFEGUARD  
PO BOX 840180  
DALLAS TX 75284-0180

012412P001-1447A-070  
SAFEGUARD  
SAFEGUARD SECURITY  
PO BOX 840180  
DALLAS TX 75284-0180

000067P001-1447A-070  
SAFEGUARD SECURITY  
P O BOX 840180  
DALLAS TX 75284-0180

000074P001-1447A-070  
SAFENET INC  
13935 W CTR DR  
LAKEWOOD CO 80228

012001P001-1447A-070  
SALESFORCE  
PO BOX 203141  
DALLAS TX 75320-3141

012413P001-1447A-070  
SALESFORCE  
SALESFORCECOM INC  
PO BOX 203141  
DALLAS TX 75320-3141

011962P001-1447A-070  
SALESFORCECOM INC  
415 MISSION ST 3RD FL  
SAN FRANCISCO CA 94105

006759P001-1447A-070  
SALESFORCECOM, INC  
PO BOX 203141  
DALLAS TX 75320-3141

012258P001-1447A-070  
GAYLE MARCY SALTZMAN  
8637 NW 82ND ST  
TAMARAC FL 33321-1615

000007P001-1447A-070  
SARASOTA CNTY TAX COLLECTOR  
BARBARA FORD COATES  
101 S WASHINGTON BLVD  
SARASOTA FL 34236-6993

011772P001-1447A-070  
SARASOTA COUNTY FL  
FREDERICK J ELBRECHT  
OFFICE OF THE COUNTY ATTORNEY  
1660 RINGLING BLVD  
2ND FLOOR  
SARASOTA FL 34236

310474P001-1447A-070  
SARASOTA LOCK AND KEY  
1342 N LIME AVE  
SARASOTA FL 34237

000079P001-1447S-070  
SAUL EWING ARNSTEIN & LEHR LLP  
MELISSA A MARTINEZ, ESQ  
CENTRE SQUARE WEST  
1500 MARKET ST.,38TH FLOOR  
PHILADELPHIA PA 19102-2186

0000247P001-1447A-070  
SAWNEE EMC  
ID 1204  
P O BOX 2252  
BIRMINGHAM AL 35246-1204

0000247S001-1447A-070  
SAWNEE EMC  
543 Atlanta Hwy  
Cumming GA 30040

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 40 of 51

03/12/2021 04:06:02 PM

006267P001-1447A-070 FREDERICK SCALZO RUTAN AND TUCKER LLP 611 ANTON BLVD # 1400 COSTA MESA CA 92626	011752P001-1447A-070 SCC MARKET SQUARE LLC SITE CENTERS CORP ATTN: EXECUTIVE VICE PRESIDENT - LEASING 3300 ENTERPRISE PKWY BEACHWOOD OH 44122	011752S001-1447A-070 SCC MARKET SQUARE LLC DEPT 336205 31275 77768 PO BOX 931650 CLEVELAND OH 44193	011752S002-1447A-070 SCC MARKET SQUARE LLC SITE CENTERS CORP GENERAL COUNSEL 3300 ENTERPRISE PARKWAY BEACHWOOD OH 44122
000034P002-1447A-070 SCOTTSDALE INSURANCE CO 8877 NORTH GAINEY CENTER DR SCOTTSDALE AZ 85258	006847P001-1447A-070 SCOTTSDALE RETAIL CENTER 02 LLC LAKE AND COBB PLC DON C FLETCHER 1095 W RIO SALADO PKWY STE 206 STE 206 TEMPE AZ 85281	006143P001-1447A-070 SCOTTSDALE RETAIL CENTER 02 LLC ACF PROPERTY MANAGEMENT INC 12411 VENTURA BLVD STUDIO CITY CA 91604	006143S002-1447A-070 SCOTTSDALE RETAIL CENTER 02 LLC FOR BENEFIT OF JP MORGAN CHASE 1801 W OLYMPIC BLVD PASADENA CA 91199-1966
006273P001-1447A-070 LARRY SCROGGINS LONG AND JEAN PA LYLE LONG 1937 E ATLANTIC BLVD STE 205 POMPANO BEACH FL 33060	006848P001-1447A-070 SCVN 5 LLC BY THE RMR GROUP LLC ITS AGENT JAMES DRIVER DIRECTOR RETAIL OPERATIONS 255 WASHINGTON ST STE 300 NEWTON MA 02458	006179P001-1447A-070 SE PLEASANT HILL LLC THE ARDENT COMPANIES INC 2100 POWERS FERRY RD STE 300 ATLANTA GA 30339	000019P001-1447S-070 SECURITIES AND EXCHANGE COMMISSION NY REG OFFICE BANKRUPTCY DEPT BROOKFIELD PL 200 VESEY ST STE 400 NEW YORK NY 10281-1022
000020P001-1447S-070 SECURITIES AND EXCHANGE COMMISSION SEC OF THE TREASURY OFFICE OF GEN COUNSEL 100 F ST NE WASHINGTON DC 20549	000021P001-1447S-070 SECURITIES AND EXCHANGE COMMISSION PHIL OFC - BANKRUPTCY DEPT ONE PENN CTR 1617 JFK BLVD STE 520 PHILADELPHIA PA 19103	000034P001-1447A-070 SECURITIES AND EXCHANGE COMMISSION HEADQUARTERS 100 F ST NE WASHINGTON, DC 20549	000034P001-1447A-070 SECURITIES AND EXCHANGE COMMISSION PHILADELPHIA REGIONAL OFFICE G JEFFREY BOUJOUKOS REGIONAL DIRECTOR ONE PENN CENTER 1617 JFK BLVD STE 520 PHILADELPHIA PA 19103
000342P001-1447A-070 SECURITIES AND EXCHANGE COMMISSION MIAMI REGIONAL OFFICE ERIC I BUSTILLO REGIONAL DIRECTOR 801 BRICKELL AVE STE 1800 MIAMI FL 33131	000343P001-1447A-070 SECURITIES AND EXCHANGE COMMISSION ATLANTA REGIONAL OFFICE RICHARD BEST REGIONAL DIRECTOR 950 EAST PACES FERRY RD NE STE 900 ATLANTA GA 30326-1382	000344P001-1447A-070 SECURITIES AND EXCHANGE COMMISSION FORT WORTH REGIONAL OFFICE REGIONAL DIRECTOR 801 CHERRY ST STE 1900 UNIT 18 FORT WORTH TX 76102	000093P001-1447A-070 SECURITY FIRE PROTECTION PO BOX 412007 BOSTON MA 02241-2007
000069P001-1447A-070 SECURITY SYSTEMS OF SOUTH FLORIDA 1440 CORAL RIDGE DR STE 497 CORAL SPRINGS FL 33071	011773P001-1447A-070 SEMINOLE COUNTY FL NICOLE GUILLET COUNTY MANAGER 1101 EAST FIRST ST SANFORD FL 32771	006764P001-1447A-070 SESAC PO BOX 900013 RALEIGH NC 27675-9013	012002P001-1447A-070 SESAC PO BOX 5246 NEW YORK, NY 10008-5246
006766P001-1447A-070 SHELLY ELECTRONIC CO, INC 1126 CALLOWHILL ST PHILADELPHIA PA 19123	310475P001-1447A-070 SHIELD LOCKSMITH AND SECURITY 5455 ARONSHIRE LN CUMMING GA 30040	006849P001-1447A-070 SHILOH SQUARE ASSOCIATES LLC PHILLIPS EDISON AND CO AMANDA RIGGS SENIOR LEGAL TENANT ANALYST 11501 NORTHLAKE DR CINCINNATI OH 45249	011919P001-1447A-070 SHILOH STATION LLC PHILLIPS EDISON RESINA HENDRIX AMANDA RIGGS TENANT ACCOUNT SPECIALIST 11501 NORTHLAKE DR CINCINNATI OH 45249

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 41 of 51

03/12/2021 04:06:02 PM

006803P002-1447A-070  
SHOPPERS SQUARE ASSOCIATES LTD  
JIM GETZEN  
1434 LADUE LN  
SARASOTA FL 34231

000251P001-1447A-070  
SIEGEL GAS  
PO BOX 371473  
PITTSBURGH PA 15250-7473

000251S001-1447A-070  
SIEGEL GAS  
10052 NW 89th Ave  
Medley FL 33178

000074P001-1447S-070  
SINGER & LEVICK PC  
MICHELLE E SHRIRO,ESQ  
16200 ADDISON RD.,STE 140  
ADDISON TX 75001

000252P001-1447A-070  
SIRIUS XM RADIO INC  
PO BOX 9001399  
LOUISVILLE KY 40290-1399

000252S001-1447A-070  
SIRIUS XM RADIO INC  
1221 Avenue of the Americas  
37th Floor  
New York NY 10020

011874P001-1447A-070  
STUART SMITH  
ADDRESS INTENTIONALLY OMITTED

011874S001-1447A-070  
STUART SMITH  
ADDRESS INTENTIONALLY OMITTED

006297P001-1447A-070  
SOMERSET COUNTY WILLIS DRYDEN JR  
TREASURER OFFICE OF THE  
TREASURER SOMERSET COUNTY  
30513 PRINCE WILLIAM ST PO BOX 309  
PRINCESS ANNE MD 21853

000328P001-1447A-070  
SOS OF ALABAMA  
JOHN H MERRILL  
PO BOX 5616  
MONTGOMERY AL 36103-5616

000329P001-1447A-070  
SOS OF ARIZONA  
KATIE HOBBS  
OFFICE OF THE SECRETARY OF STATE  
1700 W WASHINGTON ST  
F17  
PHOENIX AZ 85007-2888

000330P001-1447A-070  
SOS OF FLORIDA  
LAUREL M LEE  
RA GRAY BUILDING  
500 SOUTH BRONOUGH ST  
TALLAHASSEE FL 32399-0250

000331P001-1447A-070  
SOS OF GEORGIA  
BRAD RAFFENSPERGER  
214 STATE CAPITOL  
ATLANTA GA 30334

000332P001-1447A-070  
SOS OF LOUISIANA  
R KYLE ARDOIN  
8585 ARCHIVES AVE  
PO BOX 94125 BATON ROUGE LA 70804-9125  
BATON ROUGE LA 70809

000333P001-1447A-070  
SOS OF MARYLAND  
JOHN C WOBENSMITH  
FRED L WINELAND BUILDING  
16 FRANCIS ST  
ANNAPOLIS MD 21401

000334P001-1447A-070  
SOS OF MISSISSIPPI  
MICHAEL WATSON  
401 MISSISSIPPI ST  
JACKSON MS 39201

000335P001-1447A-070  
SOS OF PENNSYLVANIA  
KATHY BOOCKVAR  
302 NORTH OFFICE BUILDING  
HARRISBURG PA 17120

000336P001-1447A-070  
SOS OF RHODE ISLAND  
NELLIE M GORBEA  
82 SMITH ST  
STATE HOUSE ROOM 217  
PROVIDENCE RI 02903

000337P001-1447A-070  
SOS OF TENNESSEE  
TRE HARGETT  
312 ROSA L PARKS AVE  
8TH FLOOR SNODGRASS TOWER  
NASHVILLE TN 37243-1102

000338P001-1447A-070  
SOS OF TEXAS  
RUTH HUGHS  
JAMES E RUDDER BUUILDING  
1019 BRAZOS  
AUSTIN TX 78701

000339P001-1447A-070  
SOS OF VIRGINIA  
KELLY THOMASSON  
PO BOX 1475  
RICHMOND VA 23218

011964P002-1447A-070  
SPANNING  
SPANNING CLOUD APPS LLC  
PO BOX 392288  
PITTSBURGH PA 15251-9288

011964S001-1447A-070  
SPANNING  
SALESFORCECOM INC  
PO BOX 203141  
DALLAS TX 75320-3141

012003P001-1447A-070  
SPANNING CONTRACT  
PO BOX 392288  
PITTSBURGH PA 15251-9288

012414P001-1447A-070  
SPANNING CONTRACT  
SPANNING CLOUD APPS LLC  
PO BOX 392288  
PITTSBURGH PA 15251-9288

006850P001-1447A-070  
SPECTRUM TOWN CENTER  
ANH JUNG PROPERTY MANAGER  
MANAGING AGENT GILBERT CENTER HOLDINGS LLC  
CAPITAL ASSET MANAGEMENT  
2701 E CAMELBACK RD STE 170  
PHOENIX AZ 85015

006771P002-1447A-070  
SPERRY PEST CONTROL LLC  
17734 W MAYA WAY  
SURPRISE AZ 85387-1040

006128P001-1447A-070  
SPP SUNWEST PORTFOLIO LLC  
PO BOX 203710  
DALLAS TX 75320

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 42 of 51

03/12/2021 04:06:02 PM

011914P001-1447A-070  
SPP SUNWEST PORTFOLIO LLC  
221 PINE ST  
4TH FL  
SAN FRANCISCO CA 94104

011914S001-1447A-070  
SPP SUNWEST PORTFOLIO LLC  
SPP SUNWEST PORTFOLIO LLC  
PO BOX 203710  
DALLAS TX 75320

006851P001-1447A-070  
SQUAW PEAK VENTURES LLC  
FENNEMORE CRAIG PC  
MARK A HAWKINS ESQ  
300 S FOURTH ST  
STE 1400  
LAS VEGAS NV 89101

006127P001-1447A-070  
SQUAW PEAK VENTURES LLC  
KINETIC DEVELOPMENT LLC  
2390 E CAMELBACK RD STE 204  
PHOENIX AZ 85016

006127S001-1447A-070  
SQUAW PEAK VENTURES LLC  
COMMERCIAL PROPERTIES INC.  
LEADH D MOTSINGER  
8777 N GAINES CETER DR.  
SUITE 245  
SCOTTSDALE AZ 85258

006127S002-1447A-070  
SQUAW PEAK VENTURES LLC  
DON C FLETCHER  
1095 W RIO SALADO PARKWAY  
SUITE 206  
TEMPE AZ 85281

000083P001-1447A-070  
SS ALARM CO INC  
500 W CHELTENHAM AVE #203  
PHILADELPHIA PA 19126

006298P001-1447A-070  
ST MARY'S COUNTY TREASURER  
23150 LEONARD HALL DR  
LEONARDTOWN MD 20650

000409P001-1447A-070  
STAE OF RHODE ISLAND  
RHODE ISLAND DIVISION OF TAXATION  
ONE CAPITOL HILL STE 36  
PROVIDENCE RI 29085-5829

000421P001-1447A-070  
STAE OF RHODE ISLAND  
DEPT OF LABOR AND TRAINING  
DIVISION OF WORKERS COMPENSATION  
1511 PONTIAC AVE BUILDING 71-1 1ST FLOOR  
PO BOX 20190  
CRANSTON RI 02920-0942

012004P001-1447A-070  
STAPLES BUSINESS ADVANTAGE  
500 STAPLES DR  
FRAMINGHAM MA 01702

012004S001-1447A-070  
STAPLES BUSINESS ADVANTAGE  
1096 E NEWPORT CTR DR #300  
#300  
DEERFIELD BEACH FL 33442

012406P001-1447A-070  
STAPLES BUSINESS ADVANTAGE  
STAPLES CONTRACT AND COMMERCIAL LLC  
500 STAPLES DR  
FRAMINGHAM MA 01702

011965P001-1447A-070  
STAPLES CONTRACT AND COMMERCIAL LLC  
OPERATING AS STAPLES BUSINESS ADVANTAGE  
LEGAL DEPT  
500 STAPLES DR  
FRAMINGHAM MA 01702

011966P001-1447A-070  
STAR2STAR COMMUNICATIONS  
LEGAL DEPT  
1605 MAIN ST  
SARASOTA FL 34236

011966S001-1447A-070  
STAR2STAR COMMUNICATIONS  
CMS PARTNERS  
1360 PALM AVE NO 14  
WEST PALM BEACH FL 33477

011966S002-1447A-070  
STAR2STAR COMMUNICATIONS  
TCG TELECOM CONSULTING GROUP  
602 EAST MC NAB RD  
POMPANO BEACH FL 33060

012415P001-1447A-070  
STAR2STAR COMMUNICATIONS  
STAR 2 STAR COMMUNICATIONS LLC  
600 TAILEVEST RD  
STE 202  
SARASOTA FL 34243

012415S001-1447A-070  
STAR2STAR COMMUNICATIONS  
TCG TELECOM CONSULTING GROUP  
602 E MCNAP RD  
POMPANO BEACH FL 33060

000256P001-1447A-070  
START 2 STAR  
PO BOX 97231  
LAS VEGAS NV 89193-731

000256S001-1447A-070  
START 2 STAR  
600 Tallevast Road, Suite 202  
Sarasota FL 34243

000400P001-1447A-070  
STATE OF ALABAMA  
ALABAMA DEPT OF INDUSTRIAL RELATIONS  
649 MONROE ST  
MONTGOMERY AL 36131-0099

000413P001-1447A-070  
STATE OF ALABAMA  
DEPT OF LABOR  
WORKERS COMPENSATION DIVISION  
649 MONROE ST  
MONTGOMERY AL 36131

000433P001-1447A-070  
STATE OF ALABAMA  
ALABAMA DEPT OF INDUSTRIAL RELATIONS  
649 MONROE ST  
ROOM 4207  
MONTGOMERY AL 36131

000401P001-1447A-070  
STATE OF ARIZONA  
DEPT OF ECONOMIC SECURITY UNEMPLOYMENT TAX  
PO BOX 52027  
PHOENIX AZ 85072-2027

000414P001-1447A-070  
STATE OF ARIZONA  
INDUSTRIAL COMMISSION OF ARIZONA  
WORKER COMPENSATION DIVISION  
800 WEST WASHINGTON ST  
PHOENIX AZ 85007

000415P001-1447A-070  
STATE OF FLORIDA  
DIVISION OF WORKERS COMPENSATION  
TANNER HOLLOMAN DIVISION DIRECTOR  
200 EAST GAINES ST  
TALLAHASSEE FL 32399-0318

000359P001-1447A-070  
STATE OF FLORIDA ATTORNEY GENERAL  
CONSUMER PROTECTION DIVISION  
THE CAPITOL PL-01  
TALLAHASSEE FL 32399-1040



# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 43 of 51

03/12/2021 04:06:02 PM

000359S001-1447A-070  
STATE OF FLORIDA ATTORNEY GENERAL  
LAURALYN HUDGINS  
OFFICE OF CITIZENS SERVICES  
PL-01, THE CAPITAL  
TALLAHASSEE FL 32399-1050

000397P001-1447A-070  
STATE OF FLORIDA DEPT OF REVENUE  
5050 WEST TENNESSEE ST  
TALLAHASSEE FL 32399-0100

000404P001-1447A-070  
STATE OF GEORGIA  
GEORGIA DEPT OF LABOR  
148 ANDREW YOUNG INTER BLVD STE 800  
ATLANTA GA 30303-1732

000416P001-1447A-070  
STATE OF GEORGIA  
STATE BOARD OF WORKERS COMPENSATION  
270 PEACHTREE ST NW  
ATLANTA GA 30303-1299

000432P001-1447A-070  
STATE OF GEORGIA  
ASSESSMENT ADMINISTRATION  
1800 CENTURY CTR BLVD  
ATLANTA GA 30345

000403P001-1447A-070  
STATE OF GEORGIA DEPT OF REVENUE  
GEORGIA TAX CENTER  
PO BOX 105499  
ATLANTA GA 30359

000425P001-1447A-070  
STATE OF GEORGIA DEPT OF REVENUE  
PO BOX 105499  
ATLANTA GA 30359

000360P001-1447A-070  
STATE OF GEORGIA GOVERNORS OFFICE  
CONSUMER PROTECTION DIVISION  
2 MARTIN LUTHER KING DR  
STE 356  
ATLANTA GA 30334-9077

000429P001-1447A-070  
STATE OF KENTUCKY  
DEPT OF REVENUE  
501 HIGH ST  
FRANKFORT KY 40601

000405P001-1447A-070  
STATE OF LOUISIANA  
LOUISIANA WORKFORCE COMMISSION  
PO BOX 94094  
BATON ROUGE LA 70804

000417P001-1447A-070  
STATE OF LOUISIANA  
LOUISIANA WORKFORCE COMMISSION  
OFFICE OF WORKERS COMPENSATION  
1001 NORTH 23RD ST  
PO BOX 94040  
BATON ROUGE LA 70804-9040 LA 70804-9040

000406P001-1447A-070  
STATE OF MARYLAND  
MARYLAND DEPT OF LABOR  
LICENSING AND REGULATION  
1100 NORTH EUTAW ST  
ROOM 414  
BALTIMORE MD 21201-2201

000418P001-1447A-070  
STATE OF MARYLAND  
WORKERS COMPENSATION COMMISSION  
10 EAST BALTIMORE ST 4TH FLOOR  
BALTIMORE MD 21202

000407P001-1447A-070  
STATE OF MISSISSIPPI  
MISSISSIPPI DEPT OF EMPLOYMENT SECURITY  
PO BOX 1699  
JACKSON MS 39215-1699

000419P001-1447A-070  
STATE OF MISSISSIPPI  
WORKERS COMPENSATION COMMISSION  
1428 LAKE LAND DRIVE  
PO BOX 5300  
JACKSON MS 39296-5300

000428P001-1447A-070  
STATE OF MISSISSIPPI  
MISSISSIPPI DEPT OF EMPLOYMENT SECURITY  
1235 ECHELON PKWY  
JACKSON MS 39213

000427P001-1447A-070  
STATE OF OHIO  
OHIO DEPT OF JOB AND FAMILY SVC  
PO BOX 182404  
COLUMBUS OH 43218-2404

000408P001-1447A-070  
STATE OF PENNSYLVANIA  
PENNSYLVANIA DEPT OF LABOR AND INDUSTRY  
7TH AND FORSTER ST ROOM 915  
HARRISBURG PA 17121-0001

000420P001-1447A-070  
STATE OF PENNSYLVANIA  
BUREAU OF WORKERS COMPENSATION  
DEPT OF LABOR AND INDUSTRY  
1171 S CAMERON ST RM 324  
HARRISBURG PA 17104-2501

000451P001-1447A-070  
STATE OF RHODE ISLAND REEMPLOYMENT OFFICE  
1511 PONTIAC AVE  
CRANSTON RI 02920

000410P001-1447A-070  
STATE OF TENNESSEE  
TENNESSEE DEPT OF LABOR AND  
WORKFORCE DEVELOPMENT  
220 FRENCH LANDING DR  
NASHVILLE TN 37243

000422P001-1447A-070  
STATE OF TENNESSEE  
DEPT OF LABOR AND WORKFORCE DEVELOPMENT  
DIVISION OF WORKERS COMPENSATION  
220 FRENCH LANDING DR  
NASHVILLE TN 37243-1002

000423P001-1447A-070  
STATE OF TEXAS  
DEPT OF INSURANCE  
WORKERS COMPENSATION  
7551 METRO CENTER DR STE 100  
AUSTIN TX 78744-1609

000412P001-1447A-070  
STATE OF VIRGINIA  
VIRGINIA EMPLOYMENT COMMISSION  
PO BOX 1358  
RICHMOND VA 23218-1358

000424P001-1447A-070  
STATE OF VIRGINIA  
WORKERS COMPENSATION COMMISSION  
333 E. FRANKLIN ST  
RICHMOND, VA 23219 VA 23219

310476P001-1447A-070  
STEVENS AND STEVENS BRM, INC  
PO BOX 388  
PINELLAS PARK FL 33780

012264P001-1447A-070  
MURI STEVENSON  
MARK A ENGER  
1531 NW 13TH CT  
MIAMI FL 33125

006275P001-1447A-070  
MURI STEVENSON  
MARK A ENGER  
1531 NW 13TH CT  
MIAMI FL FL 33125

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 44 of 51

03/12/2021 04:06:02 PM

006119P002-1447A-070  
CHRISTY STROSS  
ADDRESS INTENTIONALLY OMITTED

006119S001-1447A-070  
CHRISTY STROSS  
TRENAM KEMKER  
ADDRESS INTENTIONALLY OMITTED

012037P001-1447A-070  
CHRISTY B STROSS  
ADDRESS INTENTIONALLY OMITTED

012419P001-1447A-070  
CHRISTY B STROSS  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

012419S001-1447A-070  
CHRISTY B STROSS  
ROGER JULIANELLI  
21440 ST ANDREWS GRAND  
BOCA RATON FL 33486

012419S002-1447A-070  
CHRISTY B STROSS  
CHRISTY B STROSS  
4039 BAYSHORE BLVD NE  
ST. PETERBURG FL 33707

012419S003-1447A-070  
CHRISTY B STROSS  
TRENAM KEMKER  
101 E KENNEDY BLVD  
STE 2700  
TAMPA FL 33601

012035P001-1447A-070  
JASON STROSS  
ADDRESS INTENTIONALLY OMITTED

012035S001-1447A-070  
JASON STROSS  
TRENAM KEMKER  
ADDRESS INTENTIONALLY OMITTED

012420P001-1447A-070  
JASON STROSS  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

012420S001-1447A-070  
JASON STROSS  
JOSEPH J CREEGAN III  
19928 DINNER KEY DR  
BOCA RATON FL 33498

012402P001-1447A-070  
JOHN STROSS  
STROSS FAMILY INVESTMENT PARTNERSHIP LTD  
175 FIRST ST SOUTH UNIT #3102  
ST PETERSBURG FL 33710

012402S001-1447A-070  
JOHN STROSS  
JASON STROSS  
3010 82ND WAY NORTH  
ST PETERSBURG FL 33710

006272P001-1447A-070  
JACKLYN STUMP  
MALLARD LAW FIRM PA  
DAMIAN DAVID MALLARD  
889 N WASHINGTON BLVD  
SARASOTA FL 34236-4207

310422P002-1447A-070  
STUMPHAUZER FOSLID SLOMAN ROSS AND KOLAYA  
2 S BISCAYNE BLVD SITE 1600  
MIAMI FL 33131

012433P001-1447A-070  
STUMPHAUZER FOSLID SLOMAN ROSS AND KOLAYA  
ONE SE 3RD AVE STE 1820  
MIAMI FL 33131

310477P001-1447A-070  
SUPER STITCH, LLC  
11201 N TATUM BLVD  
STE 300 ECM#84074  
PHOENIX AZ 85028-6039

006231P001-1447A-070  
SVCN 5 LLC  
SVC PROPERTIES TRUST  
THE RMR GROUP LLC JENNIFER B CLARK  
255 WASHINGTON ST STE 300  
NEWTON MA 02458

006271P001-1447A-070  
MARK TABER  
8806 NW 75TH CT  
TAMARAC FL 33321

007738P001-1447A-070  
TABLE MOUND PARK CORP  
UMC REAL ESTATE SERVICES  
JACQUE CHILTON  
4343 E CAMELBACK RD  
STE 215  
PHOENIX AZ 85018

007738S001-1447A-070  
TABLE MOUND PARK CORP  
PAUL M WEISER, ESQ.  
16435 NORTH SCOTTSDALE RD  
SUITE 440  
SCOTTSDALE AZ 85254

006296P001-1447A-070  
TALBOT COUNTY ANGELA LANE  
DIRECTOR DEPT OF FINANCE TALBOT COUNTY  
COURTHOUSE 11 N WASHINGTON ST  
STE 9  
EASTON MD 21601

007724P001-1447A-070  
TARRANT CNTY TAX ASSESSOR-COLLECTOR  
100 E WEATHERFORD  
FT. WORTH TX 76196

310478P001-1447A-070  
TASC  
2302 INTERNATIONAL LN  
MADISON WI 53704

006245P001-1447A-070  
TCC ASSOCIATES INC  
PO BOX 11975  
FT LAUDERDALE FL 33339

011966S003-1447A-070  
TCG TELECOM CONSULTING GROUP  
602 E MCNAP RD  
POMPANO BEACH FL 33060

000354P001-1447A-070  
TENNESSEE ATTORNEY GENERAL  
HERBERT H SLATERY III  
PO BOX 20207  
NASHVILLE TN 37202-0207

000366P001-1447A-070  
TENNESSEE ATTORNEY GENERAL  
CONSUMER PROTECTION  
500 JAMES ROBERTSON PKWY  
5TH FLOOR  
NASHVILLE TN 37243-0600

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 45 of 51

03/12/2021 04:06:02 PM

000303P001-1447A-070  
 TENNESSEE DEPT OF ENVIRONMENT  
 AND CONSERVATION  
 BOB MARTINEAU  
 312 ROSA L PARKS AVE  
 NASHVILLE TN 37243

000316P001-1447A-070  
 TENNESSEE DEPT OF LABOR  
 COMMISSIONER  
 220 FRENCH LANDING DR  
 NASHVILLE TN 37243

000392P001-1447A-070  
 TENNESSEE DEPT OF REVENUE  
 ANDREW JACKSON BUILDING  
 500 DEADRICK ST  
 NASHVILLE TN 37242

000381P001-1447A-070  
 TENNESSEE DEPT OF TREASURY  
 UNCLAIMED PROPERTY DIVISION  
 502 DEADRICK ST  
 NASHVILLE TN 37243-0203

000370P001-1447A-070  
 TENNESSEE OCCUPATIONAL AND SAFETY AND  
 HEALTH ADMINISTRATION TOSHA  
 220 FRENCH LANDING DR  
 NASHVILLE TN 37243-1002

000355P001-1447A-070  
 TEXAS ATTORNEY GENERAL  
 KEN PAXTON  
 300 W 15TH ST  
 AUSTIN TX 78701

000367P001-1447A-070  
 TEXAS ATTORNEY GENERAL  
 CONSUMER PROTECTION  
 300 W 15TH ST  
 9TH FLOOR  
 AUSTIN TX 78711-2548

000304P001-1447A-070  
 TEXAS COMMISSION OF ENVIRONMENTAL QUALITY  
 PO BOX 13087  
 MAIL CODE TCEQ  
 AUSTIN TX 78711-3087

000382P001-1447A-070  
 TEXAS COMPTROLLER OF PUBLIC ACCOUNTS  
 UNCLAIMED PROPERTY CLAIMS SECTION  
 PO BOX 12046  
 AUSTIN TX 78711-2046

000393P001-1447A-070  
 TEXAS COMPTROLLER OF PUBLIC ACCOUNTS  
 PO BOX 13528 CAPITOL STATION  
 AUSTIN TX 78711-3528

012063P001-1447A-070  
 TEXAS DEPT OF REVENUE  
 PO BOX 13528  
 AUSTIN TX 78711-3528

000030P001-1447A-070  
 TEXAS DEPT OF REVENUE  
 PO BOX 13528  
 CAPITOL STATION  
 AUSTIN TX 78711-3528

000317P001-1447A-070  
 TEXAS WORKFORCE COMMISSION  
 EXECUTIVE DIRECTOR  
 101 EAST 15TH ST  
 ROOM 651  
 AUSTIN TX 78778-0001

000411P001-1447A-070  
 TEXAS WORKFORCE COMMISSION  
 PO BOX 149037  
 AUSTIN TX 78714-9037

000426P001-1447A-070  
 TEXAS WORKFORCE COMMISSION  
 101 E 15TH ST RM 370  
 AUSTIN TX 78778

012424P001-1447A-070  
 THE ELLIOT GROUP  
 505 WHITE PLAINS RD  
 STE 228  
 TARRYTOWN NY 10591

006783P001-1447A-070  
 THE HANDYMAN CO  
 5314 N FALKENBURG RD  
 TAMPA FL 33610

012407P001-1447A-070  
 THE PENSION STUDIO  
 TPS ANCILLARY SVC LLC  
 1226 OMAR RD  
 WEST PALM BEACH FL 33405

012407S001-1447A-070  
 THE PENSION STUDIO  
 RETIREMENT CLEARINGHOUSE, LLC  
 3545 WHITEHALL PK DR  
 STE 400  
 CHARLOTTE NC 28273

006784P001-1447A-070  
 THE PENSION STUDIO LLC  
 1226 OMAR RD  
 WEST PALM BEACH FL 33405

006139P001-1447A-070  
 THE TOWN CENTER AT BOCA RATON TRUST  
 MS MANAGEMENT ASSOCIATES INC  
 225 WEST WASHINGTON ST  
 INDIANAPOLIS IN 46204-3428

006139S001-1447A-070  
 THE TOWN CENTER AT BOCA RATON TRUST  
 PO BOX 772846  
 CHICAGO IL 60677-2846

006139S002-1447A-070  
 THE TOWN CENTER AT BOCA RATON TRUST  
 5355 TOWN CTR RD  
 STE 802  
 BOCA RATON FL 33486

006139S003-1447A-070  
 THE TOWN CENTER AT BOCA RATON TRUST  
 PO BOX 35470  
 NEWARK POST OFFICE  
 NEWARK NJ 07193-5470

011967P001-1447A-070  
 THE ULTIMATE SOFTWARE GROUP INC  
 GENERAL COUNSEL  
 2000 ULTIMATE WAY  
 WESTON FL 33326

310479P001-1447A-070  
 THE WELDING SHOP  
 1100149TH ST N  
 CLEARWATER FL 33762

012431P001-1447A-070  
 THORNTON ACOUSTICS AND VIBRATIONS  
 521 CLAY RUN RD  
 MILL RUN, PA 15464

006155P002-1447A-070  
 THORNTON ASSOCIATES PLAZA LLC  
 DRAKE ASSET MANAGEMENT  
 PERRY RADIC  
 7800 E UNION AVE  
 STE 410  
 DENVER CO 80237

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 46 of 51

03/12/2021 04:06:02 PM

310480P001-1447A-070  
THYSSENKRUPP ELEVATOR  
PO BOX 3796  
CAROL STREAM IL 60132

012006P001-1447A-070  
TIVITY HEALTH SVC LLC  
SLIVER SNEAKERS  
701 COOL SPRINGS BLVD  
FRANKLIN TN 37067

006156P001-1447A-070  
TJ HEALTH AND FITNESS INC  
3501 N OCEAN DR #7G  
HOLLYWOOD FL 33019

006156S001-1447A-070  
TJ HEALTH AND FITNESS INC  
100 CLUB DR  
STE #235  
BURNSVILLE NC 28714

006133P001-1447A-070  
TKG-STORAGE MART PARTNERS PORTFOLIO LLC  
AS SUCCESSOR TO STORAGEMART II LLC  
CRIS BURNAM  
2407 RANGELINE ST  
COLUMBIA MS 65205

006133S001-1447A-070  
TKG-STORAGE MART PARTNERS PORTFOLIO LLC  
VAN MATRE HARRISON AND VOLKERT PC  
1103 EAST BROADWAY STE 101  
PO BOX 1017  
COLUMBIA MS 65205

006133S003-1447A-070  
TKG-STORAGE MART PARTNERS PORTFOLIO LLC  
ANGEL MORALES REGIONAL MANAGER  
2021 GRIFFIN RD  
FT LAUDERDALE FL 33312

006133S002-1447A-070  
TKGSTORAGE MART PARTNERS PORTFOLIO, LLC  
CRIS BURNAM  
PO BOX U  
COLUMBIA MO 65205

006301P001-1447A-070  
TN JOB SKILLS FEE  
4240 HICKORY HILL RD  
MEMPHIS TN 38141

012416P001-1447A-070  
TOKIO MARINE  
HCC DAND O POLICY AND RUN OFF POLICY  
TOKIO MARINE HHC D AND O GROUP  
8 FOREST PK DR  
FARMINGTON CT 06032

012416S001-1447A-070  
TOKIO MARINE  
TOKIO MARINE HCC NJ  
111 TOWN SQ PL  
STE 1405  
JERSEY CITY NJ 07310

012007P001-1447A-070  
TOKIO MARINE HCC  
D AND O POLICY AND RUN OFF POLICY  
D AND O GROUP  
8 FOREST PK DR  
FARMINGTON CT 06032

012007S001-1447A-070  
TOKIO MARINE HCC  
TOKIO MARINE HCC NJ  
111 TOWN SQ PL  
STE 1405  
JERSEY CITY NJ 07310

012007S003-1447A-070  
TOKIO MARINE HCC  
TOKIO MARINE HHC - TEXAS  
7500 SAN FELIPE  
STE 600  
HOUSTON TX 77063

011878S001-1447A-070  
TOKIO MARINE HCC - NJ  
111 TOWN SQ PL  
STE 1405  
JERSEY CITY NJ 07310

006261P001-1447A-070  
REGINA TOLLIVER  
WEISBERG CONSUMER LAW GROUP PA  
ALEX D WEISBERG  
5846 S GLAMINGO RD  
STE 290  
COOPER CITY FL 33330

006261S001-1447A-070  
REGINA TOLLIVER  
THOMPSON CONSUMER LAW GROUP PLLC  
AMORETTE RINKLEIB  
5235 E SOUTHERN AVE  
STE D106-618  
MESA AZ 85206

000059P001-1447A-070  
TOWN OF DAVIE FALSE ALARM REDUCTION PROGRAM  
PO BOX 142766  
IRVING TX 75014

000260P001-1447A-070  
TOWN OF GILBERT UTILITIES  
PO BOX 52653  
PHOENIX AZ 85072-2653

000260S001-1447A-070  
TOWN OF GILBERT UTILITIES  
50 E Civic Center Dr  
Gilbert AZ 85296

000087P001-1447A-070  
TOWN OF GILBERT-ALARM UNIT  
DEVELOPMENT SVC DEPT  
90 E CIVIC CTR DR  
GILBERT AZ 85296

006172P001-1447A-070  
TOWNE CROSSING STATION LIMITED PARTNERSHIP  
ROBERT F MYERS COO  
11501 NORTHLAKE DR  
CINCINNATI OH 45249

006172S001-1447A-070  
TOWNE CROSSING STATION LIMITED PARTNERSHIP  
1785 PAYSHERE CIRCLE  
CHICAGO IL 60674

011898P001-1447A-070  
TOWNE CROSSING STATION LIMITED PARTNERSHIP  
ROBERT F MYERS COO  
11501 NORTHLAKE DR  
CINCINNATI OH 45249

011898S001-1447A-070  
TOWNE CROSSING STATION LIMITED PARTNERSHIP  
1785 PAYSHERE CIR  
CHICAGO IL 60674

007739P001-1447A-070  
TPP 22 PHOENIX LLC  
KEITH SCHNEIDER  
1601 ELM ST  
STE 350  
DALLAS TX 75201

007739S001-1447A-070  
TPP 22 PHOENIX LLC  
JAH REALTY  
JEFF NORMAN  
1008 E HEFNER ROAD  
PO BOX 14586  
OKLAHOMA CITY OK 73113-0586

007739S002-1447A-070  
TPP 22 PHOENIX LLC  
DON C FLETCHER, ESQ.  
1095 W RIO SALADO PARKWAY  
SUITE 206  
TEMPE AZ 85281

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 47 of 51

03/12/2021 04:06:02 PM

007740P001-1447A-070  
TPP 29 LINDSAY LLC  
KEITH SCHNEIDER  
1601 ELM ST  
STE 350  
DALLAS TX 75201

007740S001-1447A-070  
TPP 29 LINDSAY LLC  
PO BOX 844060  
LOS ANGELES CA 90084-4060

007740S002-1447A-070  
TPP 29 LINDSAY LLC  
DTZ  
2375 E CAMELBACK RD  
SUITE 300  
PHOENIX AZ 85016

007740S003-1447A-070  
TPP 29 LINDSAY LLC  
JAH REALTY LP  
JEFF NORMAN  
1008 E HEFNER ROAD  
PO BOX 14586  
OKLAHOMA CITY OK 73131-0586

012012P002-1447A-070  
TPS ANCILLARY SVCS LLC  
YOU FIT LLC 401K PROFIT SHARING PLAN  
AND TRUST  
1226 OMAR RD  
WEST PALM BEACH FL 33405

000036P002-1447A-070  
TRAVELERS CHARTER OAK INS CO  
ONE TOWER SQUARE  
HARTFORD CT 06183

012008P001-1447A-070  
TRAVELERS WORKERS COMP  
PO BOX 660317  
DALLAS TX 75266-0317

012417P001-1447A-070  
TRAVELERS WORKERS COMP  
TRAVELERS  
PO BOX 660317  
DALLAS TX 75266-0317

006293P001-1447A-070  
TREASURY/CITY OF WORCESTER MA  
455 MAIN ST  
WORCESTER MA 01608

006131P001-1447A-070  
TSC RAMBLEWOOD LTD  
333 W CAMINO GARDENS BLVD STE 200  
BOCA RATON FL 33432

000261P001-1447A-070  
TXU ENERGY  
PO BOX 650638  
DALLAS TX 75265-0638

000261S001-1447A-070  
TXU ENERGY  
6555 SIERRA DR  
ROOM 1S-26-C  
IRVING TX 75039

012010P001-1447A-070  
ULTIMATE SOFTWARE GROUP INC  
PO BOX 930953  
ATLANTA GA 31193-0953

011961P001-1447A-070  
UNIRUSH LLC  
DBA RAPID PAYCARD  
4701 CREEK RD  
STE 200  
CINCINNATI OH 45242

310481P001-1447A-070  
UNITED FIRE PROTECTION CORP  
2900 SHADER RD  
ORLANDO FL 32808

006216P001-1447A-070  
UNITED STATES DEVELOPMENT LTD  
815 NW 57TH AVE  
STE 202  
MIAMI FL 33126

011932P001-1447A-070  
UNITED STATES DEVELOPMENT LTD  
100 MIRACLE MILE  
STE 310  
CORAL GABLES FL 33134

000035P002-1447A-070  
UNITED STATES LIABILITY INSURANCE CO  
1190 DEVON PK DR  
WAYNE PA 19087

006239P001-1447A-070  
UNITED STATES LIABILITY INSURANCE COMPANY  
2425 S YANK CIR  
LAKEWOOD CO 33308

310482P001-1447A-070  
UNIVERSAL FIRE EQUIPMENT, INC  
2232 W 80TH ST  
BAY 1  
HIALEAH FL 33016

006586P001-1447A-070  
UNLIMITED PLUMBING INC  
21700 HAMMOCK PT DR  
BOCA RATON FL 33433

006586S001-1447A-070  
UNLIMITED PLUMBING INC  
PO BOX 3953  
BOCA RATON FL 33437

000009P001-1447S-070  
US ATTORNEY FOR DELAWARE  
CHARLES OBERLY ELLEN SLIGHTS  
1313 NORTH MARKET ST  
WILMINGTON DE 19801

012398P001-1447A-070  
US BANK  
1310 MADRID ST  
STE 101  
MARSHALL MN 56258

012398S001-1447A-070  
US BANK  
HGI TECHNOLOGIES  
1000 PARK CENTRE BLVD #128  
MIAMI GARDENS FL 33169

012009P001-1447A-070  
US BANK EQUIPMENT FINANCE RICOH  
PO BOX 790448  
ST LOUIS MO 63179-0448

012394P001-1447A-070  
US BANK EQUIPMENT FINANCE RICOH  
US BANK EQUIPMENT FINANCE  
PO BOX 790448  
ST LOUIS MO 63179-0448

000318P001-1447A-070  
US DEPT OF LABOR  
200 CONSTITUTION AVE NW  
WASHINGTON DC 20210

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 48 of 51

03/12/2021 04:06:02 PM

000327P001-1447A-070  
US DEPT OF LABOR  
OCCUPATIONAL SAFETY AND HEALTH ADMIN OSHA  
OFFICE OF CHIEF COUNSEL  
200 CONSTITUTION AVE NW  
WASHINGTON DC 20210

000319P001-1447A-070  
US DEPT OF LABOR OSHA  
OSHA REGION 3  
THE CURTIS CENTER STE 740 WEST  
170 S INDEPENDENCE MALL WEST  
PHILADELPHIA PA 19106

000320P001-1447A-070  
US DEPT OF LABOR OSHA  
OSHA REGION 4  
61 FORSYTH ST SW  
RM 6T50  
ATLANTA GA 30303

000321P001-1447A-070  
US DEPT OF LABOR OSHA  
OSHA REGION 6  
525 GRIFFIN ST STE 602  
DALLAS TX 75202

000395P001-1447A-070  
US DEPT OF THE TREASURY  
INTERNAL REVENUE SVC  
OGDEN UT 84201-0005

000396P001-1447A-070  
US DEPT OF THE TREASURY  
INTERNAL REVENUE SVC  
PO BOX 806532  
CINCINNATI OH 45280-6532

000637P001-1447A-070  
US SPECIALTY INSURANCE CO  
TOKIO MARINE HCC  
8 FOREST PARK DR  
FARMINGTON CT 06032

011878P001-1447A-070  
US SPECIALTY INSURANCE CO  
TOKIO MARINE HCC  
D AND O GROUP  
8 FOREST PK DR  
FARMINGTON CT 06032

011878S002-1447A-070  
US SPECIALTY INSURANCE CO  
TOKIO MARINE HHC - TEXAS  
7500 SAN FELIPE  
STE 600  
HOUSTON TX 77063

310419P001-1447A-070  
VARITECH LLC  
PEGGY CUNNINGHAM  
1027 FLUSHING AVE  
CLEARWATER FL 33764

011968P001-1447A-070  
VENGO INC  
45 50 30TH ST  
STE 11  
LONG ISLAND NY 11101

011969P001-1447A-070  
VERATIV OPERATING CO  
9 CRYSTAL POND RD  
SOUTHBOROUGH MA 01772

006588P001-1447A-070  
VERITIV OPERATING CO  
7016 A C SKINNER PKWY  
JACKSONVILLE FL 32256

006588S001-1447A-070  
VERITIV OPERATING CO  
PO BOX 849089  
DALLAS TX 75284-9089

006588S002-1447A-070  
VERITIV OPERATING CO  
GENERAL COUNSEL  
1000 ALBERNATHY RD NE  
BLDG 400 AND STE 1700  
ATLANTA GA 30328

012011P001-1447A-070  
VERITIV OPERATING CO  
9 CRYSTAL POND RD  
SOUTHBOROUGH MA 01772

012011S001-1447A-070  
VERITIV OPERATING CO  
GENERAL COUNSEL  
1000 ALBERNATHY RD NE  
BUILDING 400 AND STE 1700  
ATLANTA GA 30328

006189P001-1447A-070  
VERSAILLES LAND GROUP LLC  
1055 DOVE RUN RD STE 216  
LEXINGTON KY 40502

006189S001-1447A-070  
VERSAILLES LAND GROUP LLC  
R. DOUGLAS MARTIN, ESQ.  
WELLINGTON PLACE OFFICE PARK  
1031 WELLINGTON WAY, SUITE 135  
LEXINGTON KY 40513

006189S002-1447A-070  
VERSAILLES LAND GROUP LLC  
ELIAS O MASHNI  
811 CORPORATE DRIVE  
SUITE 205  
LEXINGTON KY 40503

006189S003-1447A-070  
VERSAILLES LAND GROUP LLC  
BILLY BLAIR  
102 FURLONG TRAIL  
NICHOLASVILLE KY 40356

000031P001-1447A-070  
VIRGINIA DEPT OF REVENUE  
PO BOX 1115  
RICHMOND VA 23218-1115

000356P001-1447A-070  
VIRGINIA ATTORNEY GENERAL  
MARK R HERRING  
202 NORTH NINTH ST  
RICHMOND VA 23219

000368P001-1447A-070  
VIRGINIA DEPT OF AGRICULTURE  
AND CONSUMER SERVICES  
DIVISION OF CONSUMER PROTECTION  
102 GOVERNOR ST  
RICHMOND VA 23219

000305P001-1447A-070  
VIRGINIA DEPT OF ENVIRONMENTAL QUALITY  
629 EAST MAIN ST  
PO BOX 1105  
RICHMOND VA 23218

000322P001-1447A-070  
VIRGINIA DEPT OF LABOR AND INDUSTRY  
COMMISSIONER  
13 SOUTH THIRTEENTH ST  
RICHMOND VA 23219

012064P001-1447A-070  
VIRGINIA DEPT OF REVENUE  
1957 WESTMORELAND ST  
RICHMOND VA 23230

000394P001-1447A-070  
VIRGINIA DEPT OF TAXATION  
OFFICE OF CUSTOMER SVC  
PO BOX 1115  
RICHMOND VA 23218-1115

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 49 of 51

03/12/2021 04:06:02 PM

000383P001-1447A-070  
VIRGINIA DEPT OF TREASURY  
UNCLAIMED PROPERTY DIVISION  
101 NORTH 14TH ST  
RICHMOND VA 23219

000371P001-1447A-070  
VIRGINIA OCCUPATIONAL SAFETY AND HEALTH VOSH  
HEADQUARTERS MAIN STREET CENTRE  
600 EAST MAIN ST STE 207  
RICHMOND VA 23219

006814P001-1447A-070  
VISTA RIDGE RETAIL LLC  
LAMAR COMPANIES  
695 US ROUTE 46  
STE 210  
FAIRFIELD NJ 07004

006814S001-1447A-070  
VISTA RIDGE RETAIL LLC  
NICHOLAS R SMITH  
440 NORTH CENTER  
ARLINGTON TX 76011

006271P001-1447A-070  
VISTA RIDGE RETAIL LLC ET AL  
NICHOLAS R SMITH  
301 N. LAS VEGAS TRL  
#150964  
FORT WORTH TX 76108

011909P001-1447A-070  
VITA RIDGE RETAIL LLC  
LAMAR COMPANIES  
695 US ROUTE 46  
STE 210  
FAIRFIELD NJ 07004

011909S001-1447A-070  
VITA RIDGE RETAIL LLC  
NICHOLAS R SMITH  
440 NORTH CTR  
ARLINGTON TX 76011

006208P003-1447A-070  
W-PT ARVADA VII LLC  
PINE TREE COMMERCIAL REALTY LLC  
PROPERTY MANAGEMENT AND GENERAL COUNSEL  
40 SKOKIE BLVD STE 610  
NORTHBROOK IL 60062

006208S001-1447A-070  
W-PT ARVADA VII LLC  
WALTON STREET CAPITAL LLC  
DOUG WELKER ANGELA LANG AND JOSH ZEMON  
900 N MICHIGAN AVE STE 1990  
CHICAGO IL 60611

006208S002-1447A-070  
W-PT ARVADA VII LLC  
TAL DIAMANT  
410 SEVENTEENTH STREET  
SUITE 2200  
DENVER CO 80202-4432

006295P001-1447A-070  
WASHINGTON COUNTY TODD HERSHEY  
TREASURERTREASURY AND  
TAX COLLECTION WASHINGTON COUNTY  
COUNTY OFFICE BUILDING 35 WASHINGTON ST  
HAGERSTOWN MD 21740

000267P003-1447A-070  
WASTE MANAGEMENT 78251  
PO BOX 7400  
PASADENA CA 91109-7400

000267S001-1447A-070  
WASTE MANAGEMENT 78251  
1001 FANNIN ST STE 4000  
HOUSTON TX 77002

000265P003-1447A-070  
WASTE MANAGEMENT 9001054  
P O BOX 55558  
BOSTON MA 02205-5558

000265S001-1447A-070  
WASTE MANAGEMENT 9001054  
1001 FANNIN ST STE 4000  
HOUSTON TX 77002

310483P001-1447A-070  
WASTE MANAGEMENT 9001054  
PO BOX 9001054  
LOUISVILLE KY 40290-1054

000269P001-1447A-070  
WASTE PRO  
P O BOX 865228  
ORLANDO FL 32886-5228

000269S001-1447A-070  
WASTE PRO  
1001 FANNIN STSUITE 4000  
HOUSTON TX 77002

000270P001-1447A-070  
WCA WASTE CORP  
PO BOX 4524  
HUSTON, TX 77210-4524

000270S001-1447A-070  
WCA WASTE CORP  
2101 WEST STATE RD 434  
STE 305  
LONGWOOD FL 32779-5053

006186P002-1447A-070  
WEINGARTEN REALTY INVESTORS  
PO BOX 301074  
DALLAS TX 75303-1074

003314P001-1447A-070  
RICHARD S WESSON  
ADDRESS INTENTIONALLY OMITTED

003314S001-1447A-070  
RICHARD S WESSON  
ADDRESS INTENTIONALLY OMITTED

012400P001-1447A-070  
WEST COBB FITNESS LLC  
DBA GOLDS GYM  
PO BOX 7259  
DOUGLASVILLE GA 30154

012400S001-1447A-070  
WEST COBB FITNESS LLC  
GORDON E. JOHNSON IV  
DOUGLASVILLE HEALTH AND ATHLETIC CLUB LLLP  
4564 POLO LN SE  
ATLANTA GA 30339

012400S002-1447A-070  
WEST COBB FITNESS LLC  
GORDON E JOHNSON ILL  
DOUGLASVILLE HEALTH AND ATHLETIC CLUB LLLP  
4564 POLO LANE SE  
ATLANTA GA 30339

012400S003-1447A-070  
WEST COBB FITNESS LLC  
SCOTT C JOHNSON  
DOUGLASVILLE HEALTH AND ATHLETIC CLUB LLLP  
4564 POLO LN SE  
ATLANTA GA 30339

006182P001-1447A-070  
WESTERN BEEF RETAIL INC  
47-05 METROPOLITAN AVE  
RIDGEWOOD NY 11385

# YouFit Health Clubs, LLC, et al.

## Exhibit Pages

Page # : 50 of 51

03/12/2021 04:06:02 PM

006182S001-1447A-070  
WESTERN BEEF RETAIL INC  
THE DEIORIO LAW FIRM LLP  
800 WESTCHESTER AVE STE S-608  
RYE BROOK NY 10573

011926P001-1447A-070  
WESTERN BEEF RETAIL INC  
CACTUS HOLDINGS INC  
SANDALFOOT PLAZA BOCA LLC  
47-05 METROPOLITAN AVE  
RIDGEWOOD NY 11385

006182S002-1447A-070  
WESTERN BEEF RETAIL, INC  
SANDALFOOT PLAZA BOCA LLC  
8845 N MILITARY TRL  
STE 100  
PALM BEACH GARDENS FL 33410

000077P001-1447S-070  
WESTERNBURG & THORNTON PC  
STEVEN THORNTON  
10440 N CENTRAL EXPRESSWAY STE 800  
DALLAS TX 75231

000083P001-1447S-070  
WESTWOOD PLAZA LLC  
STEVEN LEONI  
2020 WEST PENSACOLA ST.,STE 285  
TALLAHASSEE FL 32304

006202P001-1447A-070  
WESTWOOD PLAZA LLC  
STUDENT HOUSING SOLUTIONS LLC  
COMMERCIAL PROPERTY MANAGER  
2020 WEST PENSACOLA ST STE #300  
TALLAHASSEE FL 32304

006202S001-1447A-070  
WESTWOOD PLAZA LLC  
ROGERS TOWERS PA  
CHRISTINE ADAMS ESQ  
818 A1A NORTH STE 208  
PONTE VEDRA BEACH FL 32082

007741P001-1447A-070  
WHITESTONE PROMENADE LLC  
20789 N PIMA RD # 210  
SCOTTSDALE AZ 85255

007741S001-1447A-070  
WHITESTONE PROMENADE LLC  
JEFFREY J. GOULDER  
MICHAEL VINCENT  
1850 NORTH CENTRAL AVENUE  
SUITE 2100  
PHOENIX AZ 85004-4584

006294P001-1447A-070  
WICOMICO COUNTY DAWN MITCHELLS PARKS  
PARKS DIRECTOR OF FINANCE  
DEPT OF FINANCE WICOMICO COUNTY  
125  
125 N DIVISION ST PO BOX 870  
SALISBURY MD 21803

006241P001-1447A-070  
CLEDARNARD WIGHTGIMPS  
339 NW 5TH AVE  
DELRAY BEACH FL 33444

000070P001-1447S-070  
WILES & WILES LLP  
VICTOR W NEWMARK,ESQ  
800 KENNESAW AVE.,STE 400  
MARIETTA GA 30060-7946

310420P001-1447A-070  
WIMBERLY LAWSON STECKEL SCHNEIDER AND STINE  
3400 PEACHTREE RD STE 400 LENOX TOWERS  
ATLANTA GA 30326

012432P001-1447A-070  
WIMBERLY LAWSON STECKEL SCHNEIDER AND STINE  
3400 PEACHTREE RD NE  
STE 400  
ATLANTA GA 30326-1107

000098P001-1447S-070  
WINSTEAD PC  
JASON A ENRIGHT  
500 WINSTEAD BUILDING  
2728 N HARWIID ST  
DALLAS TX 75201

000023P001-1447S-070  
WINSTON & STRAWN  
GREGORY M GARTLAND  
200 PARK AVENUE  
NEW YORK NY 10166

000022P001-1447S-070  
WINSTON & STRAWN LLP  
CAREY D SCHREIBER  
200 PARK AVENUE  
NEW YORK NY 10166

000059P001-1447S-070  
WINSTON & STRAWN LLP  
MICHAEL T LEARY  
333 SOUTH GRAND AVE.,38TH FLOOR  
LOS ANGELES CA 90071

006204P001-1447A-070  
WRI JT NORTHRIDGE LP  
PO BOX 924133  
HOUSTON TX 77292

006598P001-1447A-070  
WRI JT NORTHRIDGE, LP  
5355 TOWN CTR RD  
STE 802  
BOCA RATON FL 33486

006598S001-1447A-070  
WRI JT NORTHRIDGE, LP  
PO BOX 301607  
DALLAS TX 75303-1607

000274P001-1447A-070  
XCEL ENERGY  
PO BOX 9477  
MPLS MN 55484-9477

000274S001-1447A-070  
XCEL ENERGY  
414 NICOLLET MALL  
MINNEAPOLIS MN 55401

012269P001-1447A-070  
YF ARIZONA LLC  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

006852P001-1447A-070  
YF CACTUS VILLAGE INC  
DBA YOU FIT HEALTH CLUBS  
GALLAGHER AND KENNEDY PA  
JOSEPH E COTTERMAN ESQ  
2575 EAST CAMELBACK RD  
PHOENIX AZ 85016

006852S001-1447A-070  
YF CACTUS VILLAGE INC  
DBA YOU FIT HEALTH CLUBS  
MIMCO LLC PROPERTY MANAGEMENT  
6500 MONTANA AVE  
EL PASO TX 79925

012297P001-1447A-070  
YF GROUP A LLC  
1350 E NEWPORT CTR DR  
STE 110  
DEERFIELD BEACH FL 33442

012033P001-1447A-070  
YF LIME LLC  
6475 1ST AVE SOUTH  
ST PETERSBURG FL 33707



**YouFit Health Clubs, LLC, et al.**  
**Exhibit Pages**

Page # : 51 of 51

03/12/2021 04:06:02 PM

012033S001-1447A-070  
 YF LIME LLC  
 TRENAM KEMKER  
 101 E KENNEDY BLVD  
 SUITE 2700  
 TAMPA FL 33601

012033S002-1447A-070  
 YF LIME LLC  
 RICK BERKS  
 1201 SW 19TH AVE  
 BOCA RATON FL 33486

012326P001-1447A-070  
 YF NORTH POINT LLC  
 1350 E NEWPORT CTR DR  
 STE 110  
 DEERFIELD BEACH FL 33442

012345P001-1447A-070  
 YF SE FLA LLC  
 1350 E NEWPORT CTR DR  
 STE 110  
 DEERFIELD BEACH FL 33442

006123P001-1447A-070  
 YOU FIT LLC  
 1350 E NEWPORT CENTER DR STE 110  
 DEERFIELD BEACH FL 33442

006123S001-1447A-070  
 YOU FIT LLC  
 CHRISTY B STROSS ESQ  
 111 2ND AVE NE STE 1402  
 ST. PETERSBURG FL 33701

012012S001-1447A-070  
 YOU FIT LLC 401 K PROFIT SHARING PLAN AND  
 RETIREMENT CLEARINGHOUSE LLC  
 3545 WHITEHALL PK DR  
 STE 400  
 CHARLOTTE NC 28273

012117P001-1447A-070  
 YOUFIT HEALTH CLUBS LLC  
 1350 E NEWPORT CTR DR  
 STE 110  
 DEERFIELD BEACH FL 33442

000058P001-1447S-070  
 YOUNG CONAWAY STARGATT & TAYLOR LLP  
 JOSEPH M BARRY; ANDREW L MAGAZINER;JOSEPH M MULVIH  
 1000 NORTH KING ST  
 WILMINGTON DE 19801

006853P001-1447A-070  
 ZANPRO LLC  
 GAMMAGE AND BURNHAM LLC  
 GEORGE U WINNEY ESQ  
 40 NORTH CENTRAL AVE  
 20TH FL  
 PHOENIX AZ 85004

006140P001-1447A-070  
 ZANPRO LLC  
 3550 GLENRIDE DR  
 SHERMAN OAKS CA 91423

006140S001-1447A-070  
 ZANPRO LLC  
 ERIK LITWIN  
 2332 COTNER AVE  
 SUITE 301  
 LOS ANGELES CA 90064